

No.: **279**/2026/CV-PGB

Hanoi, April 02, 2026

**AD-HOC DECLARATION**

**To:** - State Securities Commission  
- Hanoi Stock Exchange

1. Public Company Name: **Prosperity And Growth Commercial Joint Stock Bank**

- Stock code: **PGB**

- Address: 4<sup>th</sup>, 5<sup>th</sup>, 6<sup>th</sup> Thanh Cong Building, PD17 area, Cau Giay ward, Hanoi City.

- Tel.: 024 62811298

Fax: 024 62811298

- E-mail: [vphdqt.pgbank@pgbank.com.vn](mailto:vphdqt.pgbank@pgbank.com.vn)

- Legal representative: Ms Cao Thi Thuy Nga      Position: Chairman

2. Details:

Prosperity And Growth Commercial Joint Stock Bank (PGBank) announced organizing the Approval of the 2026 Annual General Meeting Agenda and Documents.

*Detailed documents are attached.*

3. This declaration was published on the company's website on April 02, 2026 at the link:  
<https://www.pgbank.com.vn/nha-dau-tu/cong-bo>

We hereby commit that the above declared information are true and take full legal responsibility for the content of the information published above.

*Attached documents:*

- Resolution **88** /2026/NQ-HDQT

**PROSPERITY AND GROWTH COMMERCIAL  
JOINT STOCK BANK  
LEGAL REPRESENTATIVE**   
**CHAIRMAN**



**CAO THI THUY NGÀ**

## APPENDIX 01: AGENDA FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Start Time	End Time	Agenda
8:00	8:30	Reception and Shareholder Eligibility Verification
8:30	8:35	Report on the Results of Shareholder Eligibility Verification for the Meeting
8:35	8:40	MC declares the opening of the Meeting
8:40	8:50	Opening Speech by the Chairman of the Board of Directors
8:50	9:00	Approval of the Presiding Committee, Appointment of the Secretariat, and Approval of the Vote Counting Committee
9:00	9:10	Approval of the Meeting Regulations and the AGM Agenda
9:10	10:15	<p>Presentation of the following contents:</p> <ol style="list-style-type: none"> <li>1. Report from the General Director on the 2025 business performance and the 2026 business plan.</li> <li>2. Report from the Board of Directors (BOD) on its 2025 operations and the 2026 strategic orientations.</li> <li>3. Report from the Supervisory Board on its 2025 activities and the 2026 action plan.</li> <li>4. Proposals for Shareholders' approval: <ol style="list-style-type: none"> <li>4.1. Proposal on the approval of the Audited Financial Statements, fund appropriation, and 2025 profit distribution.</li> <li>4.2. Proposal on the settlement of remuneration, salaries, bonuses, operating expenses, and other benefits for the BOD and Supervisory Board in 2025; and Approval of the remuneration, bonuses, other benefits, and operating budget for the BOD and Supervisory Board in 2026.</li> <li>4.3. Proposal on the approval of the 2026 Business Plan.</li> <li>4.4. Proposal on the selection of an Independent Auditing Firm.</li> <li>4.5. Proposal on the approval of PGBank's Charter Capital increase plan.</li> <li>4.6. Proposal on the approval of the Proposed Recovery Plan in the event of early intervention.</li> <li>4.7. Proposal on the final settlement of the 2025 operating budget for the Board of Directors and the Supervisory Board, and the approval of the 2026 operating budget for the Board of Directors and the Supervisory Board.</li> </ol> </li> </ol>
10:15	10:30	Discussion and Q&A Session
10:30	10:45	Voting Guidelines
10:45	11:00	Break. Vote counting during the break.
11:00	11:15	Announcement of Vote Counting Results
11:15	11:30	The Secretariat presents the draft Minutes and Resolution of the General Meeting of Shareholders (GMS)
11:30	11:45	Conducting the Voting to Approve the GMS Minutes and Resolution
11:45	12:00	Concluding Remarks by the Chairperson of the Meeting

**RESOLUTION**

**Re: Approval of amendments and supplements to  
the 2026 Annual General Meeting Agenda and Documents**

**BOARD OF DIRECTORS**

- Pursuant to the Law on Enterprises 2020 and its amendments and supplements;
- Pursuant to the Law on Credit Institutions 2024 and implementing documents;
- Pursuant to the Charter of Prosperity and Growth Commercial Joint Stock Bank (PGBank);
- Pursuant to the Regulations on organization and operation of the Board of Directors No. QC.BM.015 dated April 20, 2024;
- Pursuant to the Minutes of vote counting No. 71.../2026/BBKP-HĐQT 01 /04/2026 of the Board of Directors.

**RESOLVES:**

**Article 1:** Approval of amendments and supplements to the 2026 Annual General Meeting of Shareholders (AGM) agenda and documents as follows:

1. Board of Directors' Report on 2025 performance and 2026 strategic orientations;
2. Chief Executive Officer's Report on 2025 business results and 2026 business plan;
3. Supervisory Board's Report on 2025 activities and 2026 action plan;
4. Proposals for Shareholders' Approval:
  - o 4.1. Proposal on the approval of the 2025 Audited Financial Statements and the 2025 profit distribution plan;
  - o 4.2. Proposal on the approval of the 2026 business plan;
  - o 4.3. Proposal on the selection of an independent auditing firm;
  - o 4.4. Proposal on the approval of capital contribution and share acquisition in other organizations to establish them as subsidiaries or associates of PGBank

**Article 2:** This Resolution takes effect from the date of its signing. Members of the Board of Directors, General Director and related units and individuals shall be responsible for implementing this Resolution.

**Recipients:**

- As Article 2;
- Board of Supervisors;
- Save: Archives, BOD Office.



**CAO THI THUY NGA**

**PROSPERITY AND GROWTH COMMERCIAL JOINT STOCK BANK**



**DRAFT**

**REPORT OF THE GENERAL DIRECTOR  
ON THE BUSINESS PERFORMANCE IN 2025  
AND THE BUSINESS PLAN FOR 2026**

*Hanoi, April [.....], 2026*

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**REPORT OF THE GENERAL DIRECTOR  
ON THE BUSINESS PERFORMANCE IN 2025 AND  
THE BUSINESS PLAN FOR 2026**

**To: THE GENERAL MEETING OF SHAREHOLDERS**

The General Director respectfully reports to the General Meeting of Shareholders on the business performance in 2025 and the business plan for 2026 as follows:

**PART I: BUSINESS ENVIRONMENT**

**1. Macroeconomic Conditions**

Economic growth in 2025 reached 8.02%, making Vietnam the fastest-growing economy in the ASEAN region and placing it among the leading growth performers globally. The size of the economy in 2025 reached USD 514 billion, moving up five places to rank 32nd in the world. GDP per capita in 2025 reached USD 5,026, 1.4 times higher than in 2020, placing Vietnam in the upper-middle-income group globally. Nationwide, 20 out of 34 localities recorded growth rates of 8% or higher, including six provinces and centrally governed cities achieving double-digit growth.

Vietnam's FDI inflows in 2025 exceeded USD 38.4 billion, increasing by 0.5% compared to 2024 (of which newly registered FDI reached over USD 17.3 billion, down 12.2%; adjusted FDI reached nearly USD 14.07 billion, up 0.8%; capital contributions and share purchases reached nearly USD 7.03 billion, up 54.8%). Disbursed FDI reached USD 27.62 billion, up 9% despite a contraction in global FDI flows, placing Vietnam among the top 15 developing countries attracting the largest FDI inflows worldwide.

Total import–export turnover in 2025 reached USD 930.07 billion, up 18.2% (equivalent to an increase of USD 143.14 billion) compared to 2024. Of which, exports reached USD 475.06 billion, up 17% (equivalent to an increase of USD 69.12 billion), and imports reached USD 455.01 billion, up 19.4% (equivalent to an increase of USD 74.02 billion) compared to 2024. Vietnam's trade balance in goods recorded a surplus of USD 20.05 billion in 2025, down 19.6% compared to the surplus of USD 24.95 billion in the previous year.

State budget revenue accumulated over 12 months was estimated at approximately VND 2,635.4 trillion, equivalent to 134% of the estimate (an increase of nearly VND 669 trillion, of which the central budget increased by approximately VND 212 trillion and local budgets increased by approximately VND 457 trillion compared to the estimate), up 29% compared to the 2024 actual figure.

The average Consumer Price Index (CPI) in 2025 increased by 3.31%. Overall, for the 2021–2025 period, CPI remained below 4%, indicating that inflationary pressures were well controlled.

Regarding industry and consumption: The Index of Industrial Production (IIP) in 2025 increased by approximately 9.2%, indicating that manufacturing activities maintained strong

momentum. Total retail sales of goods and consumer service revenues in 2025 increased by over 9% compared to 2024. Tourism recovered with international arrivals reaching approximately 21.17 million, up about 20.4% compared to 2024.

**Social impact and employment:** The economic recovery generated additional employment in 2025, with approximately 52.4 million employed persons (an increase of 578.3 thousand compared to 2024), and improved income levels, with an average monthly income of VND 8.4 million per person (up 8.9%).

The unemployment rate of the working-age population was approximately 2.22% (slightly decreasing compared to 2024), while the underemployment rate of the working-age population was 1.65% (down by 0.2 percentage points compared to 2024). Labor productivity growth in 2025 reached 6.8%, exceeding the target (5.3%–5.4%). The proportion of trained workers holding diplomas and certificates in 2025 was estimated at 29.2%, approximately 0.8 percentage points higher than in 2024.

## **2. Monetary Market**

Vietnam's monetary market in 2025 recorded strong macroeconomic stability, with inflation controlled below 3.5% and the size of the economy (GDP) exceeding USD 500 billion. However, exchange rate pressure from the US dollar, potential non-performing loans, and heavy reliance on exports remained key constraints and challenges for monetary policy management.

### ***Positive Highlights in 2025:***

**Macroeconomic Stability & Inflation:** Proactive and flexible monetary policy helped keep the average CPI increase in 2025 at 3.31%, with core inflation rising by 3.21%, providing a stable foundation. **Scale and Growth:** GDP in 2025 was estimated at USD 514 billion, reflecting solid recovery and growth.

**Credit & Liquidity:** The banking system maintained abundant liquidity, with credit growth effectively supporting major infrastructure projects and production and business activities. **Digital Transformation:** Cashless payment systems developed rapidly, enhancing security and convenience.

### ***Limitations & Challenges in 2025:***

**Exchange Rate Pressure:** Fluctuations in the US dollar and global monetary policies exerted significant pressure, requiring the Central Bank to manage exchange rates flexibly.

**Potential Non-performing Loans:** Rising risks of non-performing loans from the real estate sector and small and medium-sized enterprises threaten the sustainability of the banking system.

**Credit Structure:** Credit remained highly concentrated in several high-risk sectors, while access to long-term capital for enterprises remained limited.

**Source:** General Statistics Office and thitruongtaichinhthiente

## PART II: BUSINESS PERFORMANCE IN 2025

Amid fluctuations in the macroeconomic business environment and the banking sector conditions in 2025, PGBank remained steadfast in its strategic objectives, continued to implement and successfully accomplish many key tasks, and achieved encouraging results for 2025.

### 1. Fund Mobilization

Total fund mobilization as at December 31, 2025 reached VND 81,117 billion, achieving 107% of the plan and increasing by 21.6% (equivalent to an increase of VND 14,432 billion) compared to the end of 2024.

Unit: VND billion

Indicators	Actual 2024	Actual 2025	Plan 2025	Variance vs. 2024		Variance vs. Plan 2025	
				+-	%	Actual – Plan	Actual/ Plan
<b>Total Fund Mobilization</b>	<b>66,685</b>	<b>81,117</b>	<b>78,449</b>	<b>14,432</b>	<b>21.6%</b>	<b>2,668</b>	<b>103.4%</b>
<b>I. Customer Deposits</b>	<b>43,326</b>	<b>48,460</b>	<b>51,649</b>	<b>5,135</b>	<b>11.9%</b>	<b>(3,189)</b>	<b>93.8%</b>
Corporate Customer Deposits	13,049	14,737	15,437	1,689	12.9%	(700)	95.5%
Retail Customer Deposits	30,277	33,723	36,212	3,446	11.4%	(2,489)	93.1%
<b>II. Deposits and Borrowings from SBV and Other Credit Institutions</b>	<b>21,080</b>	<b>29,457</b>	<b>24,520</b>	<b>8,377</b>	<b>39.7%</b>	<b>4,936</b>	<b>120.1%</b>
<b>III. Issuance of Valuable Papers</b>	<b>2,280</b>	<b>3,200</b>	<b>2,280</b>	<b>920</b>	<b>40.4%</b>	<b>920</b>	<b>140.4%</b>

Customer deposits continued to account for the major proportion of total funding. As at year-end 2025, customer deposits reached VND 48,460 billion, increasing by VND 5,135 billion compared to the end of 2024 and achieving 93.8% of the plan. In terms of funding structure in Market 1, the ratio of corporate customers to retail customers remained at 30%/70%, unchanged from 2024.

### 2. Credit Activities

Outstanding credit as at December 31, 2025 reached VND 47,165 billion, equivalent to 99.3% of the approved credit growth limit and achieving 96.9% of the plan. Compared to the end of 2024, outstanding credit increased by 13.6% (equivalent to an increase of VND 5,632 billion. Of which: Retail lending increased by VND 238 billion, achieving 86% of the plan; Corporate lending increased by VND 5,197 billion, achieving 105% of the plan; Corporate bond outstanding reached VND 196 billion.

*Unit: VND billion*

Indicators	Actual 2024	Actual 2025	Plan 2025	Variance vs. 2024		Variance vs. Plan 2025	
				+/-	%	Actual – Plan	Actual/ Plan
<b>TOTAL OUTSTANDING CREDIT</b>	<b>41,533</b>	<b>47,165</b>	<b>48,653</b>	<b>5,632</b>	<b>13.6%</b>	<b>(1,488)</b>	<b>96.9%</b>
<b>I. Loans Outstanding</b>	<b>41,533</b>	<b>46,969</b>	<b>48,653</b>	<b>5,436</b>	<b>13.1%</b>	<b>(1,684)</b>	<b>96.5%</b>
Corporate Lending	23,792	28,989	27,736	5,197	21.8%	1,253	104.5%
Retail Lending	17,742	17,980	20,916	238	1.3%	(2,937)	86.0%
<b>II. Corporate Bonds</b>	<b>-</b>	<b>196</b>		<b>196</b>		<b>196</b>	

### 3. Debt Resolution Results

As at December 31, 2025, the results of recovery of non-performing loans and problematic debts were as follows: Recovered VND 1,116 billion of non-performing loans, achieving 279% of the plan; Recovered VND 300 billion of written-off debts (utilized provisions), achieving 67% of the plan; Recovered VND 41 billion of debts sold to VAMC & Tien An, achieving 6% of the plan. Kết The low recovery performance of debts sold to VAMC was one of the key factors leading to the Bank's overall business results not fully meeting the plan.

### 4. Financial Results

*Unit: VND billion*

No.	Indicators (VND billion)	Actual 2024	Actual 2025	Plan 2025	Variance vs. 2024		Variance vs. Plan 2025	
					+/-	%	Actual – Plan	Actual/ Plan
<b>1</b>	<b>Total Assets</b>	<b>73.015</b>	<b>88.840</b>	<b>91.226</b>	<b>15.825</b>	<b>21,7%</b>	<b>(2.386)</b>	<b>97,4%</b>
<b>2</b>	<b>Outstanding Credit</b>	<b>41.533</b>	<b>47.165</b>	<b>48.653</b>	<b>5.632</b>	<b>13,6%</b>	<b>(1.488)</b>	<b>96,9%</b>

**PROSPERITY AND GROWTH COMMERCIAL JOINT STOCK BANK**

Head Office: Floors 4, 5, 6, Thanh Cong Building, Lot P-D17, Cau Giay New Urban Area, Cau Giay Ward, Hanoi City

Tel.: 024. 62811298 – Fax: 024. 62811299 – Web: www.pgbank.com.vn



No.	Indicators (VND billion)	Actual 2024	Actual 2025	Plan 2025	Variance vs. 2024		Variance vs. Plan 2025	
					+	%	Actual – Plan	Actual/ Plan
	- Corporate Customers	23,792	29,186	27,736	5,394	22,7%	1,450	105,2%
	- Retail Customers	17,742	17,980	20,917	238	1.3%	(2,937)	86.0%
3	<b>On-balance Sheet NPL Ratio (Market 1)</b>	<b>2.55%</b>	<b>2.36%</b>	<b>1.99%</b>	<b>-0.19%</b>		<b>0.37%</b>	
4	<b>Financial Investments</b>	<b>3,537</b>	<b>8,948</b>	<b>5,939</b>	<b>5,411</b>	<b>153.0%</b>	<b>3,009</b>	<b>150.7%</b>
5	<b>Deposits/Loans to Other Credit Institutions</b>	<b>23,802</b>	<b>28,352</b>	<b>25,125</b>	<b>4,550</b>	<b>19.1%</b>	<b>3,227</b>	<b>112.8%</b>
6	<b>Total Fund Mobilization</b>	<b>66,685</b>	<b>81,117</b>	<b>76,075</b>	<b>14,432</b>	<b>21.6%</b>	<b>5,042</b>	<b>106.6%</b>
6.1	Market 1 Mobilization	43,326	48,460	51,649	5,135	11.9%	(3,189)	93.8%
	- Corporate Customers	13,049	14,737	15,437	1,688	12.9%	(700)	95.5%
	- Retail Customers	30,277	33,723	36,212	3,446	11.4%	(2,489)	93.1%
6.2	Deposits and Borrowings from SBV & Other Credit Institutions	21,080	29,457	22,146	8,377	39.7%	7,311	133.0%
6.3	Issuance of Valuable Papers	2,280	3,200	2,280	920	40.4%	920	140.4%
7	<b>Total Net Income</b>	<b>1,831</b>	<b>2,474</b>	<b>2,657</b>	<b>643</b>	<b>35.1%</b>	<b>(183)</b>	<b>93.1%</b>
	Net Interest Income	1,557	1,579	1,943	21	1.4%	(364)	81.3%
	Income from Investment Activities	101	299	176	198	194.8%	123	170.3%

No.	Indicators (VND billion)	Actual 2024	Actual 2025	Plan 2025	Variance vs. 2024		Variance vs. Plan 2025	
					+-	%	Actual – Plan	Actual/ Plan
	Net Fee Income	(27)	297	188	324	- 1181.5%	108	157.5%
	Income from Provision Utilization	200	300	350	100	49.9%	(50)	85.7%
<b>8</b>	<b>Operating Expenses &amp; Provisions</b>	<b>1,406</b>	<b>1,748</b>	<b>1,656</b>	<b>342</b>	<b>24.3%</b>	<b>92</b>	<b>105.5%</b>
	Operating Expenses	974	1,127	1,326	153	15.7%	(199)	85.0%
	Risk Provisions	432	621	330	189	43.7%	291	188.1%
<b>9</b>	<b>Profit Before Tax</b>	<b>425</b>	<b>727</b>	<b>1,001</b>	<b>301</b>	<b>70.8%</b>	<b>(274)</b>	<b>72.6%</b>

Total assets as at December 31, 2025 reached VND 88,840 billion, achieving 97.4% of the plan and increasing by 21.7% (equivalent to an increase of VND 15,825 billion) compared to the end of 2024. Total fund mobilization reached VND 81,117 billion, achieving 107% of the plan and increasing by 21.6% (equivalent to an increase of VND 14,432 billion) compared to the end of 2024. Outstanding credit as at December 31, 2025 reached VND 47,165 billion, achieving 96.9% of the plan and growing by 13.6% (equivalent to an increase of VND 5,632 billion) compared to the end of 2024. Profit before tax (PBT) in 2025 reached VND 727 billion, achieving 72.6% of the plan.

*Reasons for not achieving the PBT plan:* (i) Primarily due to net interest income not meeting the plan (NIM reached only 2.61%, lower than the planned level of 2.76%). (ii) Debt recovery results from Tien An and VAMC in 2025 did not meet the plan, significantly impacting the Bank's increase in provision expenses.

In addition to the indicators that did not meet the plan, there were also several positive highlights in 2025: Net fee income exceeded the plan, notably driven by income from foreign exchange trading activities.

## **5. Governance and Management**

### **5.1. Organizational Restructuring and Human Resource Development**

- In 2025, PGBank continued to implement comprehensive restructuring, consolidating its senior leadership structure.
- Optimized existing resources and enhanced labor productivity through the application of end-to-end technology and performance evaluation based on individual employee results. The Bank also completed its core competency and leadership framework, serving as a foundation

for recruitment, selection, and attraction of high-quality human resources aligned with PGBank's corporate culture.

- Training programs were implemented in a timely manner, directly supporting business operations, compliance, and system operations. As a result, a strong learning culture has been fostered, and workforce quality has become increasingly standardized and aligned across the system.
- Received the “HR Asia Best Companies to Work for in Asia 2025” award and the “Enterprise of Choice (EOC) 2025” award organized by CareerViet. These recognitions further affirm PGBank's reputation and employer brand in both the Vietnamese and international labor markets.

### ***5.2. Brand Development and Network Expansion***

- In 2025, PGBank implemented and completed the relocation of 08 transaction offices in accordance with approvals from the State Bank of Vietnam, while also upgrading and renovating transaction spaces at multiple branches and transaction offices across the system to enhance customer experience and the working environment for employees.
- Prestigious awards granted to PGBank in 2025 included: FAST500, HR Asia Best Companies to Work for in Asia 2025, Top 10 Leading Reputable Brands & Trademarks, and Top 10 Trusted and High-Quality Gold Products & Services in Vietnam 2025, further affirming PGBank's outstanding efforts in brand development and market expansion in line with the Bank's strategic direction.

### ***5.3. Information Technology and Digital Transformation***

- Core Banking System: On September 2, 2025, PGBank successfully implemented the next-generation Core Banking platform (T24) within more than 4 months (compared to the typical implementation period of 18–24 months), meeting the Bank's long-term business strategy for the 2025–2035 period. The system is designed to support cloud-native architecture, hybrid cloud, and microservices, with 24/7/365 operation capability, achieving a service uptime commitment of 99.9% and the ability to process hundreds of thousands of concurrent transactions. It supports both vertical and horizontal scalability, high availability with proactive disaster recovery capability, and complies with ISO 27001 information security standards.
- At the Temenos Connect Vietnam event on October 30, 2025, PGBank was honored with the award “Fastest Core Banking Implementation in the Region” presented by Temenos, a leading global technology group headquartered in Switzerland.
- Omni Channel: PGBank deployed two banking platforms for corporate and retail customers to replace legacy systems, aiming to deliver a unified customer experience across all channels, including both digital and offline channels:
  - + Retail Omni (Retail Customers): Currently in pilot testing with 20 project team members. The new Mobile Banking application features a redesigned interface, enhanced functionalities, and faster transaction processing. The backend system also enables more efficient system

management and allows business units to flexibly configure products and customize system interfaces (e.g., images, icons)

+ Corporate Omni (Corporate Customers): Currently completing procedures for launching the Mobile Banking application on Google Play and App Store, and preparing for pilot deployment with 15–17 corporate clients. This marks a significant milestone, as corporate customers previously did not have access to a Mobile Banking application. Upon official launch, the application is expected to provide enhanced user experience, enabling faster, more convenient, and efficient transactions:

- Enterprise Service Bus (ESB) Integration Project: Completed analysis and development of 118 APIs, including: 46 shared APIs (Group A) for cross-system usage; 41 APIs for card and Omni systems; and 32 APIs for new Omni systems, reconciliation, and payment services. On November 28, 2025, the system was successfully go-live, completing integration with both Retail and Corporate Omni systems, ensuring consistent and seamless data synchronization across platforms.
- Card API Project: Completed investment and development of card APIs to support integration with the Retail Omni platform.
- Completed digitalization of internal operations, including the E-Office Project and Digital Signature Project.
- ISO 27001 Project: Implemented the international standard specifying requirements for establishing, implementing, maintaining, and continuously improving an Information Security Management System (ISMS).
- SIEM System Deployment (Security Information and Event Management) Implemented with the core objective of serving as the “central intelligence system” to monitor the entire IT infrastructure.

In addition, numerous key technology infrastructure investment projects were implemented on schedule, establishing a flexible, integrated, and scalable infrastructure. These initiatives enhance data integrity and enable effective system interaction across the Bank, forming the backbone of the Bank’s overall architecture.

#### **5.4. Risk Management and Compliance**

- Key objectives relating to capital adequacy and financial capacity, credit risk control, liquidity stability and funding structure, as well as market risk, interest rate risk, and operational risk have all been maintained within acceptable safety thresholds and in compliance with applicable laws and regulations.
- International-standard credit rating models have been implemented and put into operation, including the launch of the Early Warning System (EWS) and credit rating assessment in accordance with Circular No. 52/2018/TT-NHNN.

- The system of governance and compliance documents has been fully implemented in accordance with regulations of the State Bank of Vietnam applicable to credit institutions, ensuring proper procedures and adherence.

#### **5.5. Non-performing Loan (NPL) Control**

- The NPL ratio has been maintained within permissible limits, with full provisioning in compliance with regulatory requirements.
- Application of technology in debt management: A debt management reporting system has been developed for each Business Unit (BU), with regular updates on overdue loans and non-performing loans, enabling timely preventive measures and effective debt recovery.
- Enhancement of debt resolution mechanisms and policies: Amended and supplemented the regulations on debt management and resolution, as well as relevant provisions on approval authority for debt resolution plans to align with practical implementation. At the same time, new regulations on centralized early-stage debt reminders via telephone were issued, and the collateral repossession process was updated in accordance with the Law on Credit Institutions 2024, as amended and supplemented in 2025 (effective from October 15, 2025), thereby establishing a legal basis for faster debt recovery.
- Enhancing debt resolution capacity at Business Units and the Debt Resolution Center: Organized specialized training programs (debt management, litigation, collateral handling, etc.) and soft skills training (debt collection, negotiation, auto loan recovery, etc.) for branch staff and debt resolution officers. The objective is to build a team at Business Units with strong expertise in debt resolution, capable of proactively implementing on-site debt recovery measures.

#### **5.6. Finance and Accounting**

- Controlled and monitored the Bank's overall expense budget to ensure efficient utilization.
- Actively participated in key projects of PGBank, including the Core Banking Project, General Ledger (GL) module, and E-Office Project.
- Issued and amended internal regulations to ensure compliance with legal requirements and alignment with PGBank's operational practices.

### **PART III: BUSINESS PLAN FOR 2026**

#### **1. Business Environment in 2026**

##### **a) Key advantages for Vietnam's economy in 2026:**

Breakthrough growth target: The 14th National Congress has set a target of achieving average GDP growth of 10% or higher per year for the 2026–2030 period. This represents a strong signal of commitment to expanding market size and stimulating investment demand.

Institutional reform – “3 reductions – 30%”: The Government is committed to reducing at least 30% of administrative processing time, 30% of business costs (especially customs and compliance costs), and eliminating 30% of unnecessary business conditions.

**New Economic Directions:**

- Operation of a domestic carbon credit trading exchange.
- Study on the establishment of a gold exchange to enhance transparency in the financial market.
- Strong support for small and medium-sized enterprises (SMEs) through legal amendments and the promotion of lending based on future-formed assets.
- Acceleration of major infrastructure projects such as Gia Binh International Airport and key expressways to reduce logistics costs.

Completion of the digital transformation legal framework: The Government is accelerating the implementation of the amended Law on Credit Institutions, with more flexible regulations for digital banking, cashless payments, and financial technology (Fintech). The introduction of a regulatory sandbox mechanism enables the official deployment of new financial services.

Promotion of “Green Finance”: The Government prioritizes credit allocation to low-emission projects. Banks with a higher proportion of green credit will be prioritized in terms of credit growth limits (credit room) and refinancing support mechanisms.

Enhancing transparency in the gold and foreign exchange markets: With the policy direction of eliminating monopoly in gold bar trading and establishing a gold exchange, commercial banks will have opportunities to expand gold trading services and derivative instruments, thereby mobilizing substantial idle capital from the public into production and business activities.

Improvement in national credit rating: As Vietnam moves closer to upgrading its stock market classification from “frontier market” to “emerging market” by 2026, banks will gain easier access to international capital at lower costs.

***b) Key challenges facing Vietnam’s economy in 2026:***

“Dual pressure” in policy execution: The economy must simultaneously sustain high growth while maintaining macroeconomic stability amid ongoing global geopolitical tensions (particularly conflicts in the Middle East posing risks to energy security).

Green technical barriers: The Government requires large enterprises to strictly report and control emissions. Failure to transition promptly to green production may result in exclusion from global supply chains.

Administrative capacity: Despite efforts to promote decentralization and delegation, issues such as “avoidance of responsibility” and stricter administrative discipline remain a test of the actual openness and efficiency of the business environment.

Risks from the real estate and gold markets: Changes in the legal framework governing real estate and gold markets require enterprises to quickly adapt to new market-oriented regulatory mechanisms.

Control of non-performing loans and system safety: Although the economy is recovering, potential non-performing loans from previous periods (particularly from real estate and corporate bonds) remain a significant pressure. The State Bank of Vietnam is expected to tighten Basel III standards to ensure system safety.

Cybersecurity and data protection pressures: As 100% of public services and the majority of financial transactions shift to digital platforms, large-scale cyberattacks become a critical threat. Investment costs for data security infrastructure are expected to increase significantly.

Competition from non-bank players: The rapid rise of BigTech firms and e-wallets integrating financial services (such as peer-to-peer lending and buy-now-pay-later models) is forcing traditional banks to transform their business models to maintain market share.

*Source: 14th National Congress; Government Portal*

## **2. Financial Targets for 2026**

### **2.1. Key Business, Budget and Workforce Targets for the Bank**

*Unit: VND billion*

No.	Indicators	Actual 2025	Plan 2026	Comparison with 2025 Actual Results	
				+/-	%
<b>1</b>	<b>Total Assets</b>	<b>88,840</b>	<b>117,419</b>	<b>28,579</b>	<b>32.2%</b>
<b>2</b>	<b>Outstanding Credit</b>	<b>47,165</b>	<b>61,770</b>	<b>14,605</b>	<b>31.0%</b>
	- CIB		3,000	3,000	
	- SME	29,186	33,770	4,584	15.7%
	- Retail Customers	17,980	25,000	7,020	39.0%
<b>3</b>	<b>On-balance Sheet NPL Ratio (Market 1)</b>	<b>2.36%</b>	<b>&lt; 2%</b>		
<b>4</b>	<b>Financial Investments</b>	<b>8,948</b>	<b>20,000</b>	<b>11,052</b>	<b>123.5%</b>
<b>5</b>	<b>Deposits/Loans to Other Credit Institutions</b>	<b>28,352</b>	<b>31,715</b>	<b>3,364</b>	<b>11.9%</b>
<b>6</b>	<b>Total Fund Mobilization</b>	<b>81,117</b>	<b>102,621</b>	<b>21,504</b>	<b>26.5%</b>
6.1	Market 1 Mobilization	48,460	61,770	13,310	27.5%
	-CIB		1,000		

No.	Indicators	Actual 2025	Plan 2026	Comparison with 2025 Actual Results	
				+-	%
	- Corporate Customers	14,737	17,239	2,502	17.0%
	- Retail Customers	33,723	43,530	9,807	29.1%
6.2	Deposits and Borrowings from SBV & Other Credit Institutions	29,457	32,851	3,394	11.5%
6.3	Issuance of Valuable Papers	3,200	8,000	4,800	150.0%
<b>7</b>	<b>Total Net Income</b>	<b>2,474</b>	<b>3,504</b>	<b>1,030</b>	<b>41.6%</b>
	Net Interest Income	1,579	1,670	91	5.8%
	Income from Investment Activities	299	926	627	209.8%
	Net Fee Income	297	530	233	78.6%
	Income from Provision Utilization	300	378	78	26.1%
<b>8</b>	<b>Operating Expenses &amp; Provisions</b>	<b>1,748</b>	<b>2,066</b>	<b>318</b>	<b>18.2%</b>
	Operating Expenses	1,127	1,382	255	22.7%
	Risk Provisions	621	684	63	10.1%
<b>9</b>	<b>Profit Before Tax (PBT)</b>	<b>727</b>	<b>1,438</b>	<b>711</b>	<b>97.9%</b>
<b>10</b>	<b>CIR</b>	<b>45.5%</b>	<b>39.5%</b>	<b>-3.3%</b>	

- Budget Plan: Unit: VND billion

No.	Budget Indicatorss	Plan
1	IT Investment Budget (excluding VAT)	379
2	Network Development Budget (excluding VAT)	136
3	Operating Expense Plan for 2026	1,382

- Human Resource Plan:

Unit: Headcount

No.	Unit	Plan
1	Head Office	894
2	Branches	1,275

### 3. Key Solutions and Strategic Actions for 2026

#### 3.1. Business Development Activities

- Enhancing cross-selling and product personalization: Leverage Big Data and AI to analyze customer behavior, thereby designing tailored product bundles and integrated offerings (credit, insurance, investment, and payment services). Increase the cross-selling ratio per customer, particularly in the segments of individual customers with stable income and small and medium-sized enterprises (SMEs).
- Enhance mobile and web banking applications to deliver a seamless user experience, integrating eKYC, digital signature, and online lending capabilities. For corporate customers, develop platforms for cash flow management, e-invoicing, and ERP integration to strengthen customer retention and expand the corporate customer base.
- Selective credit growth with risk control: Focus on priority sectors such as sustainable manufacturing and import-export, as well as customers with strong credit histories. Develop automated credit scoring models to shorten approval timelines while ensuring asset quality.
- Developing strategic partnerships: Collaborate with reputable projects, fintech companies, e-commerce platforms, and large enterprises to provide embedded finance solutions. Leverage ecosystems to access new customer segments and increase service usage frequency.
- Increase interbank credit limits granted to PGBank by credit institutions by VND 20,000 billion.
- Increase the number of international banks granting unsecured credit lines to PGBank to four (04).
- Ensure payment and liquidity indicators under the Treasury Division are maintained at the highest rating in accordance with Circular No. 52/2018/TT-NHNN, contributing to PGBank achieving Grade A classification under the same Circular.
- Complete the proposal for obtaining an unsecured credit facility from International Finance Corporation (IFC).
- Enhancing service quality and sales force capability: Provide specialized training for advisory teams by customer segments (high-net-worth individuals, SMEs, and large corporates). Standardize omni-channel customer service processes to enhance customer experience, thereby increasing satisfaction and loyalty.

### **3.2. Debt Recovery Activities**

- Promote the application of technology and move towards full digitalization from credit origination to debt management and recovery, thereby enhancing operational efficiency and risk control.
- Develop a Loan Management System (LMS) integrated with early warning functionalities.
- Integrate non-performing loan management into the T24 Core Banking system to enable proactive risk management, and develop a Debt Collection System integrated with T24 and other systems (e.g., vehicle management systems)...

- Strengthen the workforce by recruiting personnel with expertise in legal affairs and asset recovery to complete team structure. The target for 2026 is to reduce employee turnover and ensure that 100% of new staff are fully proficient in debt resolution processes after six (06) months.

### **3.3. Human Resource Development**

- Develop a Competency Framework and Learning Roadmap for key positions, with priority given to business-critical roles.
- Recruit to meet operational and business needs through internship programs, talent pipeline initiatives, and diversified recruitment channels, with a focus on Head Office specialists and front-line business teams.
- Finalize job grading structures, salary schemes, bonus policies, and employee benefits aligned with organizational and individual performance.
- Strengthen professional training for Head Office units and provide training for key project implementation, with priority given to technology capability, risk management, and compliance.
- Build a continuous – modern – flexible – effective learning culture.

### **3.4. Risk Management and Compliance**

- Adjust the risk management focus from ex-post control to proactive, data-driven risk management and forecasting.
- Supplement early warning indicators (EWS) and risk scenarios in addition to traditional outcome-based metrics (such as NPLs and provisions).
- Link risk with capital and performance in all growth proposals, credit limit approvals, and risk appetite adjustments; requiring mandatory assessment of impacts on capital adequacy, provisioning costs, and risk-adjusted performance.
- Gradually adopt a risk-adjusted profit approach instead of purely growth-based evaluation.
- Strengthen control of credit risk and concentration risk by managing concentration across industry – region – product clusters, rather than relying solely on static limits.
- Establish early warning thresholds before reaching the defined risk appetite limits.
- Reframe the role of NPLs and provisions as tools for portfolio reflection and restructuring, rather than solely performance indicators.
- Maintain a prudent provisioning approach to safeguard capital adequacy, and shift compliance towards a risk-based compliance framework, focusing resources on high-risk sectors and products.

### **3.5. Operations Support**

- Migrate accounting data processing to the Loan Origination System (LOS) and develop synchronization of collateral valuation results from T-Collate into the LOS.

- Complete accounting product configurations on the T24 system, including purchase/sale of debts with credit institutions and other specialized accounting products arising from business development needs.
- Upgrade to Napas 2.0 standards; replace EP 4.0 (Edit Package, Release 4.0) with VCX 1.0 (Visa Clearing Exchange) for processing transaction files exchanged with VisaNet.
- Implement compliance requirements related to PCI PIN, e-commerce (ECOM), loan classification groups, and Visa Click to Pay functionality.
- Manage treasury and vault operations across the system to ensure safety and compliance with regulations of the State Bank of Vietnam and PGBank; provide centralized vault services for Business Units in Hanoi and Ho Chi Minh City.
- Implement automatic key approval for the CITAD channel; develop automated reconciliation for Nostro accounts and General Ledger (GL).
- Deploy an intelligent contact center and chatbot to provide 24/7 customer support.

### **3.6. Marketing and Brand Development**

- Restructure the network distribution of large-scale branches to ensure optimal coverage and presence in high-potential areas, enhance brand recognition, and improve customer development and service through modern facilities and superior customer experience.
- Apply standardized brand identity guidelines and detailed design standards across the entire PGBank system.
- Issue procedures and regulations on network development and management.
- Develop digital assets, including website and fanpage, as core platforms for brand building and business growth.
- Expand Zalo Official Account (OA), strengthen Brand SMS and Brand Email campaigns, and invest in SEO and SEM.

### **3.7. Finance and Accounting**

- Control revenues and expenses in compliance with accounting regulations.
- Prepare monthly business performance forecasts, closely aligned with actual conditions, to support timely and effective decision-making by management.
- Strictly control procurement budgets and operating expenses across units, ensuring adherence to approved budgets and CIR targets.
- Develop internal reporting systems to support fast, accurate, and comprehensive reporting, serving cost management and business performance monitoring of the Bank.

### **3.8. Driving Digital Transformation and Enhancing Operational Efficiency**

- Strengthening technology capabilities and digital transformation to support product development and business growth: Focus on upgrading core business systems such as Cards, Credit, T-Collate, and T-Scoring. AI-driven solutions will help shorten time-to-market, ensuring timely response to new business requirements and market standards.
- Developing data platforms and risk management capabilities: Implement a comprehensive Data Platform and risk management systems such as EWS, ORMS/LDC, AML,

and Basel III. These initiatives aim to standardize data and enhance early warning capabilities. AI applications will support anomaly detection, risk forecasting, and automated management reporting, thereby enabling timely, accurate decision-making and ensuring compliance with the State Bank of Vietnam's requirements.

- Advancing Digital Banking and Open Banking: Build API Gateway, API Security, and open integration platforms to enable connectivity with partner ecosystems for Agent Banking and new business models. At the same time, gradually apply AI in customer behavior analytics, product recommendations, and digital customer support, thereby expanding services, enhancing competitiveness, improving customer experience, and reinforcing PGBank's image as a modern, professional digital bank.

- Accelerating digitalization and automation of operational processes: Through the implementation of projects such as ERP, BPM, RPA, ECM, KPI systems, and the upgrade/replacement of LOS, combined with AI integration into internal processes, the IT Division aims to standardize and digitalize key business processes. The objective is to minimize manual operations, shorten processing time, and enhance operational transparency, thereby improving labor productivity and internal management efficiency.

- Enhancing information security and compliance: Establish a comprehensive information security framework focusing on SOC, DLP, API security, databases, backup and recovery systems, and database firewalls. AI will support 24/7 monitoring, detection, and incident response, minimizing risks of data leakage and system disruptions, while ensuring full compliance with regulations of the State Bank of Vietnam and PGBank.

- Modernizing IT infrastructure to ensure high availability and resilience: Upgrade data centers, virtualization infrastructure, and load balancing systems, while progressively adopting cloud computing. The objective is to replace legacy, high-risk infrastructure, enhance system performance, ensure stability, improve system resilience, enable scalable expansion, and optimize operating costs.

The above constitutes the Report of the General Director on the business performance in 2025 and the business plan for 2026 of PGBank, respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipients:**

- General Meeting of Shareholders;
- For filing: Archives, Office of the CEO, Office of the BOD.

**GENERAL DIRECTOR**

**NGUYEN VAN HUONG**

No.: / /BC-HDQT

Hanoi, Date 2026

**DRAFT**

**REPORT OF THE BOARD OF DIRECTORS  
ON THE RESULTS OF OPERATIONS IN 2025 AND OPERATIONAL  
ORIENTATION FOR 2026**

**To: The General Meeting of Prosperity and Growth Commercial Joint Stock Bank (PGBank),**

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) the results of operations in 2025 and the operational orientation for 2026, as follows:

**A. REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS AND RESULTS OF OPERATIONS IN 2025**

In 2025, the global economy continued to experience complex developments, with numerous risks arising from geopolitical conflicts, trade tensions, and increasing protectionist trends, which adversely affected global growth prospects. Domestically, Vietnam maintained political and social stability as well as macroeconomic stability, thereby reinforcing investor confidence. GDP growth exceeded 8%, placing Vietnam among the fastest-growing economies in the world. The Government introduced a range of coordinated measures to establish a solid foundation for stable and long-term economic development. The banking sector recorded a recovery, with credit growth estimated at approximately 19% and improved business performance. Nevertheless, it continued to face pressures from interest rates, non-performing loan control, and intensifying competition. In this context, closely adhering to the directions of the General Meeting of Shareholders, the Board of Directors directed the implementation of appropriate solutions, enabling PGBank to overcome challenges, capitalize on opportunities, and achieve significant results in line with its objectives of safe and sustainable growth.

**I. Implementation Results of Resolutions of the General Meeting of Shareholders**

**1. Business Performance**

The business performance in 2025 is summarized as follows:

**Table 01: Key Financial Results for 2025**

*Unit: VND billion*

No.	Indicator (VND billion)	Actual 2025	Plan 2025	Change vs. 2024	Compared to 2025 Plan	
					(Actual - Plan)	(Actual / Plan)
1	Total Assets	88,840	91,226	21.7%	(2,386)	97.4%
2	Outstanding Loans	47,165	48,653	13.6%	(1,488)	96.9%
3	Total Deposits	81,117	78,449	21.6%	2,668	103.4%
4	Net Operating Income	2,474	2,657	35.1%	(183)	93.1%
5	Operating Expenses & Provisions	1,748	1,656	24.3%	92	105.5%

No.	Indicator (VND billion)	Actual 2025	Plan 2025	Change vs. 2024	Compared to 2025 Plan	
					(Actual - Plan)	(Actual / Plan)
6	Profit Before Tax	727	1,001	70.8%	(274)	72.6%
7	Charter Capital (*)	5,500	10,000	31.0%	4,500	55.0%
8	ROE	9.93%	9.75%	46.5%	0.2%	101.8%
9	CAR	10.60%	10.00%	5.89%	0.60%	106%

*Note (\*): The charter capital increase plan for 2025 continued to be implemented in accordance with prescribed procedures and formalities. The new charter capital of VND 6,816 billion was officially recognized in Q1 2026, achieving 68.2% of the planned target.*

As of December 31, 2025, total assets reached VND 88,840 billion, achieving 97.4% of the plan and increasing by 21.7%, equivalent to VND 15,825 billion compared to the end of 2024. Total mobilized funds amounted to VND 81,117 billion, achieving 107% of the plan and increasing by 21.6%, equivalent to VND 14,432 billion compared to the end of 2024. Outstanding loans as of December 31, 2025 reached VND 47,165 billion, achieving 96.9% of the plan and growing by 13.6%, equivalent to VND 5,632 billion compared to the end of 2024. Profit before tax for 2025 reached VND 727 billion, achieving 70.8% of the plan. Key safety and efficiency indicators such as the capital adequacy ratio (CAR) and return on equity (ROE) both exceeded the assigned targets. Overall, most key indicators met the planned targets; however, profit performance fell short of expectations due to challenging market conditions and intense competition.

*(The 2025 business performance results are presented in the Chief Executive Officer's Report on 2025 performance, and the 2026 business plan will be presented at the General Meeting.)*

## **2. Selection of Independent Auditing Firm**

Pursuant to the mandate and authorization granted by the 2024 Annual General Meeting of Shareholders, the Board of Directors approved the appointment of an independent auditing firm to: conduct the review of interim financial statements, audit the 2025 annual financial statements, and provide assurance services in relation to the effectiveness of the internal control system over financial reporting, as well as to perform other necessary activities in compliance with applicable laws and regulations from time to time. Accordingly, in 2025, PGBank appointed Deloitte Vietnam Audit Company Limited to perform the interim financial statement review, the annual financial statement audit, and to provide assurance services regarding the operation of the Bank's internal control system in the preparation and presentation of financial statements.

Subsequently, at the 2025 Annual General Meeting of Shareholders, the GMS approved the selection of Deloitte Vietnam Audit Company Limited as the independent auditor to conduct the review of financial statements for 2026 and to provide assurance services relating to the internal control system over financial reporting for 2026. At the same time, the GMS assigned and authorized the Board of Directors to decide on the selection of an independent auditing firm

from the list of auditing firms approved by competent state authorities to audit public interest entities in the securities sector, and meeting all conditions as prescribed by law, in order to perform other necessary activities in accordance with legal requirements. Accordingly, the Board of Directors has continued to implement the Resolution of the GMS in full compliance.

### **3. Restructuring of Personnel and Remuneration of the Board of Directors and the Board of Supervisors**

In 2025, PGBank implemented changes in its senior management structure to further strengthen its governance framework, in alignment with the Bank's business strategy and in compliance with applicable laws and internal regulations. Members of the Board of Directors elected during the year possess extensive experience in finance, banking, and corporate governance, thereby enhancing governance capacity in line with PGBank's development objectives. As of present, the Board of Directors of PGBank comprises six (06) members, including two (02) independent members. The current composition of the Board of Directors for the 2025–2030 term is as follows:

<b>No</b>	<b>Member of the BOD</b>	<b>Position</b>
<b>1</b>	Mrs. Cao Thi Thuy Nga	Chairwoman of the BOD
<b>2</b>	Mr. Nguyen Van Huong	Member of the BOD
<b>3</b>	Mr. Vuong Phuc Chinh	Member of the BOD
<b>4</b>	Mr. Dinh Thanh Nghiep	Member of the BOD
<b>5</b>	Mr. Nguyen Van Ty	Independent Member of the BOD
<b>6</b>	Mr. Bui Vuong Anh	Independent Member of the BOD

In 2025, at both the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders, the Board of Supervisors for the 2025–2030 term was elected as follows:

<b>No</b>	<b>Member of the Board of Supervisors</b>	<b>Position</b>
<b>1</b>	Mr. Tran Ngoc Dung	Head of the BOS
<b>2</b>	Mr. Trinh Manh Hoan	Member of the BOS
<b>3</b>	Mrs. Ha Hong Mai	Member of the BOS
<b>4</b>	Mrs. Dinh Thuy Tram	Member of the BOS
<b>5</b>	Mrs. Chu Thi Huong	Member of the BOS

**Remuneration and Operating Budget of the BOD and BOS:** Members of the BOD and BOS are entitled to remuneration, bonuses, and other benefits, as well as operating budgets, based on their performance and PGBank's business plan. The utilization of the operating budgets of the BOD and BOS, including the remuneration fund, is ensured to remain within the limits approved by the GMS for 2025, in compliance with the Charter and relevant prevailing internal regulations of PGBank. *(Details are provided in Submission No. ... on the finalization of remuneration, bonuses, other benefits, and operating budgets of the Board of Directors and the*

*Board of Supervisors for 2025, and the approval of the operating budgets of the BOD and BOS for 2026, to be presented at the 2026 Annual General Meeting of Shareholders.)*

#### **4. Proposed Remedial Plan in Case of Early Intervention**

In order to comply with legal regulations, PGBank has developed a proposed remedial plan in the event of early intervention in accordance with the Law on Credit Institutions 2024.

On April 24, 2025, at the 2025 Annual General Meeting of Shareholders, the Board of Directors submitted and obtained approval for the proposed remedial plan in case of early intervention. Subsequently, PGBank reported to the State Bank of Vietnam ("SBV") in accordance with regulatory requirements.

PGBank has continuously reviewed and supplemented the plan to further detail remedial measures with specific action plans and clear implementation roadmaps. Accordingly, PGBank will continue to present the proposed remedial plan in case of early intervention at the 2026 General Meeting of Shareholders and will submit the report to the SBV after obtaining approval from the GMS.

#### **5. Implementation of the Charter Capital Increase Plan**

In accordance with the Resolutions of the General Meeting of Shareholders, PGBank has implemented the increase of its charter capital to VND 6,816 billion, including:

**- Charter capital increase through issuance of shares to existing shareholders under the Resolution of the 2024 Annual General Meeting of Shareholders:**

PGBank completed the increase of its charter capital from VND 4,200 billion to VND 5,000 billion in Q2/2025 through a public offering of shares to existing shareholders. Regarding the progress and utilization of proceeds from the issuance, PGBank has disclosed information in compliance with applicable legal regulations.

**- Charter capital increase in 2025:**

On July 22, 2025, the General Meeting of Shareholders of PGBank issued Resolution No. 04/2025/NQ-DHDCD approving the plan to increase charter capital to VND 10,000 billion through two methods: issuance of shares for dividend payment at a ratio of 10%, and issuance of shares to existing shareholders. Based on the Resolution of the GMS, the Board of Directors issued Resolution No. 155/2025/NQ-HDQT dated July 24, 2025 to implement the charter capital increase plan. The implementation status is as follows:

##### **a. Share Issuance for Dividend Payment for 2024:**

Upon approval by the State Bank of Vietnam, the State Securities Commission, and relevant regulatory authorities, PGBank implemented dividend payment in the form of shares at a rate of 10%, thereby increasing its charter capital to approximately VND 5,500 billion. The issuance was funded from undistributed after-tax profits for 2024, following the appropriation of statutory reserves in accordance with applicable regulations.

##### **b. Public Offering of Shares to Existing Shareholders:**

PGBank completed the share issuance to existing shareholders in Q1/2026, thereby increasing its charter capital from approximately VND 5,500 billion to VND 6,816 billion. Although the Bank actively implemented the capital increase plan and obtained approvals from regulatory authorities for the 2025 charter capital increase, unfavorable market conditions

toward the end of 2025 prevented the full achievement of the targeted increase to VND 10,000 billion. Changes in shareholding ratios, the list of shareholders and related persons, as well as the utilization of proceeds from the issuance, have been duly disclosed by PGBank in accordance with applicable legal regulations.

To continue implementing the charter capital increase target as set out in the Resolution of the 2025 General Meeting of Shareholders, the Board of Directors intends to submit to the 2026 Annual General Meeting of Shareholders for consideration and approval a plan to further increase charter capital, with the aim of strengthening financial capacity, expanding operational scale, and meeting prudential requirements as prescribed by the State Bank of Vietnam.

#### **6. Supervision and Direction of the Implementation of the Restructuring Plan Associated with Non-Performing Loan Resolution at PGBank for the 2021–2025 Period**

In line with the restructuring plan associated with non-performing loan resolution at PGBank, which was approved by the State Bank of Vietnam under Official Letter No. 796/TTGSHH2 dated February 23, 2024, the Board of Directors has provided strong direction to the Executive Management in implementing comprehensive measures to execute the approved plan.

#### **7. Investment in Capital Contribution and Share Acquisition for Subsidiaries and Associates**

Pursuant to the Resolutions of the General Meeting of Shareholders approving investment through capital contribution and share acquisition in other entities for such entities to become subsidiaries or associates of PGBank, in 2025, the Board of Directors directed the implementation of related activities and the identification of potential partners. The Bank also plans to continue these activities in 2026, in alignment with its business objectives.

### **II. Governance Activities of the Board of Directors**

#### **1. Summary of Meetings and Resolutions of the Board of Directors**

In compliance with applicable laws and regulations from time to time, particularly the Law on Credit Institutions, the Charter of PGBank, the Regulation on Organization and Operation of the Board of Directors, and the Internal Governance Regulations of the Bank, the Board of Directors of PGBank has implemented the Resolutions of the General Meeting of Shareholders through regular monthly meetings as well as through written resolutions. Accordingly, the Board of Directors has made key decisions on policies and strategic directions, serving as the basis for the Executive Management to implement specific action plans.

In 2025, the Board of Directors held 20 in-person meetings and conducted written voting to approve matters within its authority. On that basis, the Board of Directors issued 308 Resolutions, addressing key matters as follows:

- **General Meeting of Shareholders:** Organized the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders to address matters within the authority of the GMS, including: strengthening the senior leadership structure of the BOD and the BOS, and approving the charter capital increase plan;
- **Information Technology:** Supervised and directed the development and upgrading of key information technology systems supporting banking operations, including: successful

implementation of the Bank-wide Core Banking system; upgrading technology systems serving appraisal, approval, risk management, business operations, treasury, operations, and financial management;

- **Governance and Administration:** Issued new regulations and amended/supplemented existing ones to enhance PGBank's governance framework, including: Risk Appetite Statement for the 2026–2030 period; Regulation on the organization and operation of the Executive Management; Regulation on the operation of the Risk Management Committee and the Risk Handling Council; Regulation on the operation of Head Office units; Internal Control System Regulation; Internal Credit Rating Criteria; regulations on information classification and data security, etc.;
- **Human Resources:** To strengthen workforce quality and align with the development orientation set by the GMS, the BOD issued more than 90 Resolutions in 2025 on personnel restructuring and the improvement of grading systems, HR policies, remuneration and benefits schemes, incentive and reward mechanisms, as well as performance evaluation for individuals and teams. At the same time, the BOD approved adjustments to PGBank's organizational structure, completed the core competency and leadership competency frameworks, thereby laying the foundation for enhancing governance quality in 2026 and achieving strategic objectives through 2030;
- **Credit and Investment Activities:** Approved credit facilities for customers within the authority of the BOD in accordance with legal regulations and PGBank's internal policies; approved plans for the resolution and recovery of certain large outstanding loan exposures under the authority of the BOD, etc.

## **2. Activities of Members of the Board of Directors**

The governance and supervisory activities of the BOD over the Executive Management have been carried out in accordance with applicable laws, the Charter of PGBank, the Regulation on the Organization and Operation of the BOD, and the Bank's prevailing internal governance regulations

The BOD issued decisions on the assignment of duties and authorities to its members, clearly defining responsibilities and powers of each member by functional area. The BOD and the Chairperson of the BOD conducted performance evaluations of each member, under which all members have duly fulfilled their roles, responsibilities, and authorities in compliance with the Charter, internal regulations of PGBank, and applicable laws, thereby ensuring the overall effectiveness of the BOD's operations.

Members of the BOD actively contributed to formulating the Bank's annual operational objectives, strategic orientations, and business plans for the entire system, as well as mobilizing resources for implementation by the Executive Management. They also participated in discussions and voting on matters within the authority of the BOD and assumed responsibility for their decisions. At many key meetings of the Executive Management, the Chairperson of the BOD and/or relevant BOD members were present to provide direction and strategic guidance.

## **3. Activities of Independent Members of the Board of Directors**

Independent members of the BOD have performed their rights and obligations in accordance with PGBank's internal regulations and the assignments made by the BOD/Chairperson of the BOD in a prudent and honest manner, contributing to the Bank's annual business performance. In 2025, independent BOD members attended meetings of the BOD, participated in the Risk Management Committee and the Human Resources Committee, and provided comprehensive opinions on matters discussed at meetings as well as those approved through written resolutions.

Assessment by independent BOD members of the performance of the BOD of PGBank: The BOD has duly and fully performed its duties and powers in accordance with applicable laws, the Charter, and internal regulations of PGBank, while continuing to demonstrate innovation and strong determination in governance and in supervising the Executive Management in implementing the business plan approved by the GMS.

#### **4. Activities of Committees Assisting the Board of Directors in Accordance with Regulations**

The Human Resources Committee and the Risk Management Committee were established in compliance with legal regulations and play an important role in advising the BOD in performing its governance and high-level supervisory functions over PGBank's operations.

**Human Resources Committee:** Comprising four (04) members, including the Chairperson of the BOD as Head of the Committee, along with an Independent BOD member, a BOD member concurrently holding the position of Chief Executive Officer, and one additional member in compliance with legal requirements. In 2025, the Human Resources Committee held both regular and ad hoc meetings to provide timely advice and recommendations on personnel and organizational matters, enabling the BOD to make informed decisions. Key matters included remuneration and benefits policies for 2025, incentive mechanisms to drive business performance, and adjustments and enhancements to the functions and responsibilities of Head Office units.

**Risk Management Committee:** Comprising five (05) members, including one BOD member as Head of the Committee, one Independent member as Deputy Head, two members of the Executive Management, and one additional member in compliance with legal requirements. In 2025, the Risk Management Committee held both regular and ad hoc meetings to advise the BOD on risk governance matters. Key activities included reviewing the risk management strategic framework; evaluating and advising the BOD on the approval of the risk appetite for the 2026–2030 period; recommending that the Executive Management develop a plan to study and implement Basel III during 2025–2026; and proactively advising the BOD on managing key risks across the Bank, thereby contributing to maintaining PGBank's safe and stable operations amid challenging economic conditions.

#### **5. Business Orientation and Supervision of Strategy Implementation**

Building on and promoting the achievements attained, and in close alignment with the directions approved by the GMS, the BOD implemented its action plan to ensure safe and sustainable development objectives for 2025. With the orientation, supervision, and support of the BOD, the Executive Management proactively implemented strategies to drive business

growth, restructure operations, and mitigate risks at PGBank. The implementation of key strategic objectives set by the BOD for 2025 is summarized as follows:

**i. Strategy Development and Operationalization:** The BOD developed strategies and detailed solutions for the 2025–2030 period in a flexible manner, aligned with market developments, and deployed them across the Bank. At the same time, it promoted and supervised the Executive Management in translating these strategies into concrete action plans.

**ii. Charter Capital Increase:** Although the target of increasing charter capital to the level approved by the GMS was not fully achieved, the BOD made strong efforts in directing, supervising, and ensuring that the capital increase was implemented efficiently, promptly, and in compliance with applicable legal regulations, thereby enhancing charter capital to meet PGBank’s operational requirements.

**iii. Organizational Model and Human Resource Governance:** Through adjustments to PGBank’s organizational structure, the BOD restructured the organizational model toward streamlining Head Office functional units and consolidating departments with similar functions. In addition, the BOD reviewed and planned the branch and transaction office network to improve operational efficiency; enhanced workforce quality; and developed a team of professionals with both competence and integrity, ready for innovation and breakthrough in pursuit of PGBank’s development objectives.

**iv. Institutional Framework Enhancement:** The BOD strengthened the regulatory framework governing the organization and operation of councils and committees assisting the BOD, while directing periodic reviews of regulations and procedures to ensure compliance with legal requirements and alignment with market conditions, with a customer-centric approach and enhanced competitiveness.

**v. Information Technology:** In line with the BOD’s direction for 2025, several key information technology projects, particularly the Core Banking system, were completed on schedule. At the same time, the BOD actively promoted and facilitated the development and upgrading of software systems to support banking operations and management activities.

**vi. Risk Management:** In response to macroeconomic volatility and competitive pressures within the banking sector, the BOD prioritized resource allocation for risk management and enhanced risk identification capabilities at PGBank. In 2025, the BOD issued the Risk Management Framework and the Risk Appetite Statement, while consistently upholding compliance with applicable laws and PGBank’s internal regulations as a top priority.

### **III. Assessment of the Board of Directors on the Performance of the Chief Executive Officer and the Executive Management**

#### **1. Supervisory Activities of the BOD over the Chief Executive Officer and the Executive Management**

The BOD has performed its supervisory and directive role over the Chief Executive Officer in carrying out assigned duties in accordance with the Charter of PGBank, with particular focus on supervising and directing the implementation of business plans/strategies and activities assessed by the BOD as having significant risk exposure to the Bank.

The BOD and its members have proactively exercised supervisory functions through both direct and indirect methods, conducting ex-ante and ex-post supervision of the Chief Executive Officer and the Executive Management in accordance with applicable laws and PGBank's internal regulations. Accordingly, in 2025, the BOD has:

- Participated in key meetings of the Executive Management and specialized meetings in areas requiring supervision;
- Directed the development, approval, and issuance of policies on internal supervision, risk management, and internal capital adequacy assessment at PGBank;
- Conducted supervision through the system of periodic business performance reports and ad hoc reports/proposals submitted by the Chief Executive Officer; reviewed, directed implementation, and required reporting on the execution results of recommendations and proposals from the BOS and Internal Audit for the Bank's units;
- Additionally, the BOD utilized its supporting committees in organizing and implementing supervisory activities over the operations of the Chief Executive Officer.

## **2. Assessment of the BOD on the Performance of the Chief Executive Officer and the Executive Management in 2025**

Assessment of the BOD on the Performance of the Chief Executive Officer and the Executive Management in 2025:

- The Chief Executive Officer and the Executive Management have fully fulfilled their roles in managing and operating the Bank, effectively implementing the assigned business targets and operational directions;
- The Chief Executive Officer and the Executive Management have provided complete, accurate, and timely information, reports, and explanations on the Bank's operations at BOD meetings and on specific matters upon request of the BOD;

Under the direction and guidance of the BOD, PGBank has achieved positive results, reflecting the continuous efforts of all employees and the trust of shareholders and customers (business performance results have been reported in Section I.1).

Amid the challenging global and domestic economic environment in 2025, the BOD acknowledges the efforts of the Chief Executive Officer and the Executive Management in achieving steady progress in enhancing business efficiency and risk management, while focusing on developing breakthrough human resource policies to motivate employees and attract talent.

However, certain limitations remain and require stronger improvements to enhance competitiveness, including: expanding specialized products and customer development, improving business efficiency, and strengthening debt recovery effectiveness.

## **IV. Shareholder Affairs and Investor Relations**

PGBank has strictly complied with current regulations on information disclosure, ensuring that all disclosed information is complete, accurate, and truthful, and submitted to regulatory authorities through the Bank's website, the information disclosure portal of the Hanoi Stock Exchange, and the State Securities Commission. All disclosures are made in a

transparent manner, enabling shareholders and investors to access timely information about PGBank. Specifically:

1. Report on transactions between PGBank and members of the BOD and their related persons in 2025: As disclosed in the Corporate Governance Report for 2025 No. 05/2026/BC-PGB dated January 22, 2026 of PGBank.

2. Transactions between PGBank and companies in which BOD members are founding members or have served as managers within the three (03) years preceding the transaction: As disclosed in the Corporate Governance Report for 2025 No. 05/2026/BC-PGB dated January 22, 2026 of PGBank.

3. Report on the list of insiders and their related persons (organizational entities), and the list of shareholders holding 1% or more of PGBank's charter capital and their related persons, as set out in Appendix 01 and Appendix 02 attached to this Report.

## **B. OPERATIONAL ORIENTATION OF THE BOD FOR 2026**

In 2026, the global economy is expected to remain uncertain, with inflation risks and rising transportation costs driven by geopolitical tensions, while digital transformation and the green economy continue to accelerate worldwide. In Vietnam, 2026 marks the first year of the 2026–2030 Socio-Economic Development Plan, with the Government targeting an average GDP growth rate of 10% or higher, and prioritizing institutional reforms, administrative procedure improvements, and enhanced efficiency of both the state-owned enterprise sector and the private sector. On that basis, the State Bank of Vietnam has set out a flexible monetary policy orientation with proactive management, close coordination with fiscal policy, inflation control at around 4.5%, and a credit growth target of approximately 15%, while ensuring system safety and improving credit quality.

As a key driver of economic growth, the banking sector in general, and PGBank in particular, will focus on enhancing analytical, forecasting, and management capabilities; directing credit toward priority areas; ensuring timely compliance with new legal regulations; strengthening risk management and non-performing loan resolution; and accelerating digital transformation in conjunction with information security. On that foundation, in 2026, PGBank will implement five strategic pillars, aiming at safe, efficient, and sustainable growth, and delivering long-term value to shareholders.

### **1. Technology & Digital Transformation**

- Modernize IT infrastructure and implement comprehensive digital transformation based on a retail banking model built on digital platforms;
- Leverage data to enhance customer experience and develop customer-centric products.
- Strengthen cybersecurity and proactively monitor and manage technology-related risks.

### **2. Risk Management & Sustainable Development**

- Improve regulatory rating scores in accordance with SBV standards; control credit growth in alignment with system safety;
- Enhance credit rating models, early warning systems, and credit risk management processes.

- Review and improve internal regulations and policies in line with the new organizational model.
- Implement ESG initiatives and strengthen legal compliance, while closely monitoring the remediation of recommendations from supervisory authorities.

### 3. People & Operations

- Strengthen key personnel and provide specialized training in business, risk management, digital transformation, and professional ethics;
- Improve productivity and service quality; refine operational processes in accordance with the new organizational model;
- Enhance credit ratings and strengthen compliance monitoring across the system.

### 4. Customers & Business Development

- Implement the PGBank Strategy for 2025–2030, focusing on the development of SME and retail segments, and expanding strategic partnerships;
- Prioritize credit allocation to production and business sectors, ensuring capital efficiency and optimizing interest rate management.

### 5. Brand & Corporate Culture

- Build a unified corporate culture through a corporate culture handbook and code of conduct;
- Standardize facilities, align brand identity, and strengthen communication and brand promotion for PGBank.

### 6. Financial Targets for 2026

The BOD sets out the key financial targets for 2026 as follows:

**Table 02: Financial Indicators for 2026**

No.	Indicator	2026 Target
1	Total Assets	Growth $\geq 20\%$
2	Outstanding Loans	Growth $\sim 30\%$ ( <i>subject to credit limit approved by the SBV</i> )
3	Market 1 Deposits	Growth $\sim 25\%$
4	CASA Ratio	18%
5	Non-Interest Income Ratio	$\geq 21\%$
6	Non-Performing Loan Ratio	$< 2,5\%$
7	Charter Capital	VND 10,000 billion
8	ROE	$\geq 12\%$
9	CAR	$\geq 11\%$

- **Financial Plan for 2026:** The BOD has established specific targets and detailed business indicators for 2026, as set out in Submission No. ... on the approval of the 2026 business plan submitted to the GMS for approval.

- Accordingly, the BOD of PGBank has developed the operational orientation for 2026 in close alignment with the Government's direction on socio-economic development and the SBV's guidance on implementing key tasks of the banking sector, as well as PGBank's business development objectives. With the five core values of "Trust – Innovation – Efficiency – Partnership – Compliance", PGBank will continue to build upon and promote achievements attained over the years, decisively implement its business objectives on the basis of unity and consensus across the entire system, overcome challenges, and drive comprehensive innovation across all areas of operation to achieve strong, efficient, and sustainable growth.

This concludes the full report of the BOD of PGBank. We would like to express our sincere gratitude to all Shareholders, State regulatory authorities, Customers, the Executive Management, and all employees of PGBank for their trust and support throughout the implementation process. The BOD will continue to make every effort in 2026 to deliver greater value to customers, shareholders, and the community, thereby contributing to the prosperity of the country.

We respectfully submit this report to the GMS for approval.

**Recipients:**

- *As addressed above;*
- *Archived at: Administration Division, Office of the BOD.*

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRPERSON OF THE BOD**



PROSPERITY AND GROWTH COMMERCIAL JOINT STOCK BANK  
Land Plot P-D17, Cau Giay Urban Area, Cau Giay Ward, Ha Noi City  
Tel: +84 24 6281 1298 | Fax: +84 24 6281 1299 | www.pgbank.com.vn |

# APPENDIX 01:

## LIST OF INSIDERS AND RELATED ORGANIZATIONS

No.	Full Name	Position at the Company	Related organization	Relationship with the Company/Insider	Type of ID Document	ID Number	Date of Issue	Place of Issue	Registered Address / Contact Address
1	Cao Thi Thuy Nga	Chairwoman of the BOD	Vietnam		Citizen ID Card	001158014688	10/7/2021	Police Department for Administrative Management of Social Order	
2	Nguyen Van Huong	Member of the BOD, Chief Executive Officer	Vietnam		Citizen ID Card	035080000568	22/11/2021	Police Department for Administrative Management of Social Order	
3	Vuong Phuc Chinh	Member of the BOD	Vietnam		Citizen ID Card	001075004137	24/06/2021	Police Department for	

No.	Full Name	Position at the Company	Related organization	Relationship with the Company/Insider	Type of ID Document	ID Number	Date of Issue	Place of Issue	Registered Address / Contact Address
								Administrative Management of Social Order	
3.1	Tan Son Nhat Cargo Services and Forwarding Co., Ltd	N/A		Related organization	Business Registration Certificate	4102038836	25/4/2006	Department of Planning and Investment of Ho Chi Minh City	No. 6 Thang Long, Ward 4, Tan Binh District, Ho Chi Minh City
4	Dinh Thanh Nghiep	Member of the BOD	Vietnam		Citizen ID Card	087063015326	11/5/2024	Police Department for Administrative Management of Social Order	
5	Nguyen Van Ty	Independent Member of the BOD	Vietnam		Citizen ID Card	033057000784	9/9/2022	Police Department for Administrative	

No.	Full Name	Position at the Company	Related organization	Relationship with the Company/Insider	Type of ID Document	ID Number	Date of Issue	Place of Issue	Registered Address / Contact Address
6	Bui Vuong Anh	Independent Member of the BOD			Citizen ID Card	001074016866	15/2/2023	Police Department for Administrative Management of Social Order	
7	Tran Ngoc Dung	Head of the BOS	Vietnam		Citizen ID Card	079066037877	11/5/2024	Police Department for Administrative Management of Social Order	
7.1	Tay Ninh Food Supply Chain One Member Limited	N/A		Related organization	Business Registration Certificate	3901265328	7/5/2018	Department of Planning and Investment of Tay Ninh	Group 10, Phuoc Hiep Quarter, Gia Binh Ward,

No.	Full Name	Position at the Company	Related organization	Relationship with the Company/Insider	Type of ID Document	ID Number	Date of Issue	Place of Issue	Registered Address / Contact Address
	Liability Company								Trang Bang Town, Tay Ninh Province
8	Trinh Manh Hoan	Member of the BOS	Vietnam		Citizen ID Card	037057010753	7/8/2022	Police Department for Administrative Management of Social Order	
9	Ha Hong Mai	Member of the BOS	Vietnam		Citizen ID Card	025181000176	22/06/2022	Police Department for Administrative Management of Social Order	
10	Dinh Thuy Tram	Member of the BOS	Vietnam		Citizen ID Card	001181026362	14/8/2021	Police Department for Administrative	

No.	Full Name	Position at the Company	Related organization	Relationship with the Company/Insider	Type of ID Document	ID Number	Date of Issue	Place of Issue	Registered Address / Contact Address
								Management of Social Order	
11	Chu Thi Huong	Member of the BOS			Citizen ID Card	019179000670	22/11/2021	Police Department for Administrative Management of Social Order	
12	Tran Van Luan	Standing Deputy Chief Executive Officer	Vietnam			036084015127	18/12/2021	Police Department for Administrative Management of Social Order	
13	Phuong Tien Dung	Deputy Chief Executive Officer	Viet Nam		Citizen ID Card	001075049728	10/7/2022	Police Department for Administrative Management	

No.	Full Name	Position at the Company	Related organization	Relationship with the Company/Insider	Type of ID Document	ID Number	Date of Issue	Place of Issue	Registered Address / Contact Address
14	Vo Hang Phuong	Standing Deputy Chief Executive Officer			Citizen ID Card	001172015302	4/9/2022	Police Department for Administrative Management of Social Order	
14.1	R&K Trading Vietnam Company Limited	N/A		Related organization	Business Registration Certificate	1033475011	19/6/2024		
14.2	Duy Quang Industrial and Commercial Company Limited	N/A		Related organization	Business Registration Certificate	0100989972	6/12/2018		



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No.	Full Name	Position at the Company	Related organization	Relationship with the Company/Insider	Type of ID Document	ID Number	Date of Issue	Place of Issue	Registered Address / Contact Address
15	Nguyen Thi Thu Ha	Chief Accountant			Citizen ID Card	001169008929	10/7/2021		
16	Pham Bich Lien	Person in Charge of Corporate Governance			Citizen ID Card	040187000128	31/1/2023	Police Department for Administrative Management of Social Order	



## APPENDIX 02

### LIST OF SHAREHOLDERS HOLDING MORE THAN 1% AND THE OWNERSHIP RATIO OF RELATED PERSONS

No.	Full Name	Ownership Ratio (%)
1	Cuong Phat International Joint Stock Company	11.37%
	Related person	0.01%
2	Vu Anh Duc Trading Joint Stock Company	11.22%
	Related person	0.00%
3	Gia Linh Trading Development and Import Export Company Limited	11.00%
	Related person	0.00%
4	Nguyen Thi Thu Ha	4.94%
	Related person	0.00%
5	Do Thi Nu	4.93%
	Related person	0.00%
6	Le Quang Huy	4.92%
	Related person	4.67%
7	Trinh Binh Long	4.88%
	Related person	0.00%
8	Bui Viet Bao	4.87%
	Related person	0.00%
9	Bui Chinh Huu	4.86%
	Related person	0.00%



No.	Full Name	Ownership Ratio (%)
10	Trinh Quang Nghia	4.85%
	Related person	0.00%
11	Tran Thi Thu Nga	4.79%
	Related person	0.00%
12	Van Le Hang	4.78%
	Related person	4.67%
13	Nguyen Thi Thuy	4.64%
	Related person	0.00%
14	Ta Van Manh	4.94%
	Related person	0.00%
15	Vu Thi An Ninh	4.99%
	Related person	0.00%
16	Dinh Thanh Nghiep	1.03%
	Related person	0.03%
17	Le Hong Nhung	4.67%
	Related person	9.70%

No.: .../2026/BC-BKS

Hanoi, April 21, 2026

**DRAFT**

**REPORT OF THE BOARD OF SUPERVISORS  
ON THE OPERATIONAL RESULTS FOR 2025 AND ORIENTATION FOR FY2026**

**To: The General Meeting of Shareholders of Prosperity and Growth Commercial Joint Stock Bank (PGBank)**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and its amendments and supplements ("Law on Credit Institutions 2024");
- Pursuant to the Charter of Prosperity and Growth Commercial Joint Stock Bank ("PGBank");
- Pursuant to the Regulation on Organization and Operation of the Board of Supervisors, Code QC.BM.016, issued for the third time on June 28, 2024 by the Board of Supervisors ("Regulation on Organization and Operation of the Board of Supervisors");
- Based on the operational situation of PGBank and the performance results of the Board of Supervisors in 2025,

The Board of Supervisors ("BOS") of Prosperity and Growth Commercial Joint Stock Bank hereby reports to the General Meeting of Shareholders ("GMS") on its operational results for 2025 and its operational orientation for FY2026 as follows:

**I. REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISORS FOR 2025**

In 2025, the BOS has fully performed its functions and duties in accordance with the Charter, the Regulation on Organization and Operation of the BOS, applicable laws, and PGBank's internal regulations, thereby contributing to the overall system of PGBank in fulfilling the tasks approved by the GMS for 2025. Specifically:

**1. Organizational structure and operations of the Board of Supervisors**

The BOS currently comprises 05 members elected by the GMS, including 01 Head and 04 members, meeting the requirements on structure, standards, and conditions in accordance with the Charter of PGBank and the Law on Credit Institutions 2024.

The unit under and directly reporting to the BOS is the Internal Audit Division ("Internal Audit").

The Head of the BOS has assigned responsibilities within the BOS to implement its duties in accordance with applicable laws, the Charter of PGBank, and the Regulation on Organization and Operation of the Board of Supervisors.

**2. Performance of duties of the Board of Supervisors**

In 2025, the BOS held 40 meetings, including regular monthly meetings and ad hoc meetings (as necessary) to discuss, review, and approve matters within its functions, duties, and authority. The activities of the BOS were carried out regularly throughout the year, including:

- Supervision of PGBank's governance and management activities to ensure compliance with applicable laws, internal regulations, the Charter, and resolutions and decisions of the GMS and the Board of Directors ("BOD").
- Supervision of compliance with regulations of the State Bank of Vietnam ("SBV") relating to prudential limits to ensure safety in PGBank's operations, and supervision of the Bank's key business activities.
- Supervision of the implementation of resolutions and decisions of the GMS and the BOD.
- Supervision of the implementation of recommendations from SBV inspections.
- Organization of internal audit activities; supervision of the Internal Audit in implementing the 2025 audit plan; supervision of audit quality; and supervision of the remediation and rectification of recommendations made by the BOS and Internal Audit to the BOD and the Chief Executive Officer ("CEO").
- Supervision of the approval and implementation of investment projects, acquisition and disposal of fixed assets, contracts, and other transactions of the Bank falling under the decision-making authority of the GMS and the BOD.
- Supervision of the Bank's financial condition; review of the semi-annual financial statements for the first six months of 2025 and the annual financial statements for 2025 of PGBank; and assessment of the reasonableness, legality, accuracy, and prudence in accounting, statistics, and financial reporting.
- Preparation of the list of major shareholders, shareholders holding 1% or more of the charter capital, and related persons of members of the BOD, members of the BOS, the CEO, and shareholders holding 1% or more of the charter capital; maintaining and updating changes to these lists in accordance with applicable laws and PGBank's regulations.
- Issuance of internal regulations of the BOS and Internal Audit; periodic review of the BOS's internal regulations and PGBank's internal regulations on accounting and reporting.
- Decision on matters related to the organizational structure and operations, and determination of salary and other benefits for positions under Internal Audit.

In 2025, all members of the BOS attended BOS meetings in full, actively participated in discussions, and voted on matters within their functions and duties. The assessment results indicate that the members have generally fulfilled their assigned duties in accordance with applicable laws, the Charter of PGBank, and the Regulation on Organization and Operation of the Board of Supervisors.

### **3. Assessment of the implementation of GMS Resolutions in 2025**

In 2025, PGBank held the Annual General Meeting of Shareholders on April 24, 2025 and an Extraordinary General Meeting of Shareholders on July 22, 2025, and issued 06 resolutions under the authority of the GMS. The BOS supervised the implementation of the GMS Resolutions in 2025, with the results as follows:

No.	Resolution No. of the GMS	Date of issuance	Content	Implementation status
1	01/2025/NQ-GMS	April 24, 2025	Approval of matters at the 2025 Annual General Meeting of Shareholders of Prosperity and Growth Commercial Joint Stock Bank	Completed
2	02/2025/NQ-GMS	April 24, 2025	Approval of the charter capital increase plan of Prosperity and Growth Commercial Joint Stock Bank	Replaced by Resolution No. 04/2025/NQ-GMS dated July 22, 2025
3	03/2025/NQ-GMS	July 22, 2025	Approval of amendments and supplements to the Charter of Prosperity and Growth Commercial Joint Stock Bank	Completed
4	04/2025/NQ-GMS	July 22, 2025	Adjustment of the charter capital increase plan of Prosperity and Growth Commercial Joint Stock Bank	Not yet completed
5	05/2025/NQ-GMS	July 22, 2025	Approval of capital contribution and share acquisition in an entity for such entity to become a subsidiary or an associate of Prosperity and Growth Commercial Joint Stock Bank	In progress
6	06/2025/NQ-GMS	July 22, 2025	Approval of the list of elected additional independent members of the BOD and members of the BOS for the term 2025–2030	Completed

With respect to Resolution No. 04/2025/NQ-GMS dated July 22, 2025 on the adjustment of the charter capital increase plan of Prosperity and Growth Commercial Joint Stock Bank: Following its approval by the GMS, PGBank implemented the necessary procedures to execute the capital increase plan. However, the charter capital increase has not achieved the targeted objective due to unfavorable market conditions in 2025 and the fact that the capital increase procedures remain subject to the implementation process in accordance with applicable laws. In Q1/2026, PGBank completed the distribution of 131,591,184 shares and finalized the relevant procedures to increase its charter capital to VND 6,815,867,080,000. Accordingly, PGBank has not yet completed the increase of charter capital to VND 10,000 billion as approved by the GMS under Resolution No. 04/2025/NQ-GMS dated July 22, 2025.

With respect to Resolution No. 05/2025/NQ-GMS dated July 22, 2025 on the approval of capital contribution and share acquisition in an entity for such entity to become a subsidiary or an associate of Prosperity and Growth Commercial Joint Stock Bank:

Following the in-principle approval by the GMS, the BOD has directed the implementation and the search for suitable partners, and it is expected that the plan will continue to be implemented in 2026 in alignment with the Bank's business objectives.

In 2025, the BOD directed the Executive Management to actively implement comprehensive and coordinated measures to execute the restructuring plan associated with the resolution of non-performing loans of PGBank for the period 2021–2025, developed under Resolution No. 07/2023/NQ-GMS dated October 23, 2023 and approved by the State Bank of Vietnam under Official Letter No. 796/TTGSNH2 dated February 23, 2024.

#### 4. Results of the review of the Financial Statements for 2025

The BOS has reviewed the interim financial statements and the annual financial statements for 2025. Accordingly, the financial statements of PGBank have been prepared in accordance with the accounting principles and accounting regime applicable to credit institutions and Vietnamese Accounting Standards. The BOS concurs with the opinion of Deloitte Vietnam Company Limited as follows: the financial statements for 2025 of PGBank fairly present, in all material respects, the financial position of PGBank as at December 31, 2025, as well as its operating results and cash flows for the financial year then ended, in accordance with the accounting standards, the accounting regime applicable to credit institutions in Vietnam, and the relevant legal regulations on the preparation and presentation of financial statements.

Accordingly, the results of implementation of the business targets for 2025 assigned by the GMS are as follows:

*Unit: VND billion / %*

No.	Item	Actual 2025	Plan 2025	Actual/Plan (%)	Variance (Actual – Plan)	Variance (%)
1	Total Assets	88,84	91,226	97.4%	-2,386	(2.6%)
2	Total Outstanding Loans	47,165	48,653	96.9%	-1,488	(3.1%)
3	Total Deposits	81,117	78,449	103.4%	2,668	3.4%
4	Net Operating Income	2,474	2,657	93.1%	-183	(6.9%)
5	Operating Expenses & Provisions	1,748	1,656	105.5%	92	5.5%
6	Profit Before Tax	727	1,001	72.6%	-274	(27.4%)
7	Charter Capital	5,5	10	55.0%	-4,5	(45.0%)

The BOD and the CEO have implemented business operations in accordance with the plan approved by the GMS at the 2025 Annual General Meeting, and have taken decisive measures to promote business activities in the context of ongoing economic challenges and increasingly intense competition among banks.

In 2025, PGBank achieved results in terms of deposit growth; however, it did not meet the targets for other key indicators, including total assets, total outstanding loans, net operating income, operating expenses and provisions, profit before tax, and charter capital.

The reasons for PGBank's failure to achieve the targets assigned by the GMS for 2025 are as follows:

- Credit growth was uneven throughout the financial year, with average outstanding loans below the planned level, resulting in net operating income not meeting the target;
- Recovery of non-performing loans did not meet the plan;
- Increase in risk provisioning expenses;
- Increase in operating expenses due to higher investments in information technology, expansion of the network, and increased personnel costs to ensure retention and attraction of talent;
- The charter capital increase did not achieve the target due to unfavorable market conditions in 2025 and the fact that capital increase procedures remain subject to the implementation process in accordance with applicable laws.

#### **5. Supervision of the approval and implementation of contracts and transactions under the authority of the GMS and the BOD**

In 2025, the BOS received information and conducted supervision over the approval and implementation of investment projects, acquisition and disposal of fixed assets, contracts, and other transactions under the authority of the GMS and the BOD. The supervision results indicate that, in general, such contracts and transactions have complied with applicable laws and PGBank's internal regulations in terms of authority, transaction purposes, and implementation procedures.

#### **6. Updating the list of major shareholders, shareholders holding 1% or more of charter capital, and related persons of members of the BOD, members of the BOS, the CEO, and shareholders holding 1% or more of charter capital**

The preparation of the list of major shareholders, shareholders holding 1% or more of charter capital, and related persons of members of the BOD, members of the BOS, the CEO, and shareholders holding 1% or more of charter capital of PGBank has been carried out periodically by the BOS on the basis of coordination and information exchange with the Office of the BOD. In practice, these lists are updated upon any changes and are duly maintained.

#### **7. High-level supervision of the Board of Supervisors over Internal Audit**

The BOS has provided direction, guidance, and ongoing supervision over Internal Audit in implementing the approved audit plan. In 2025, Internal Audit fully carried out audit engagements in accordance with the approved plan and the requirements of the BOS and the State Bank of Vietnam.

Internal audit activities continued to be conducted under a risk-based audit approach, prioritizing resources to audit units and processes assessed as having higher risk levels. Audit quality assurance has been prioritized by the BOS in order to promptly identify potential risks, provide timely warnings, mitigate risks, and minimize potential losses for PGBank. The results of

audits and reviews identified deficiencies and violations at audited units, as well as shortcomings in policies and internal regulations, thereby enabling recommendations for remediation and corrective actions, including addressing responsibilities of individuals in breach. These efforts have contributed to improving quality and ensuring the safety of PGBank's operations. The BOS also directed Internal Audit to monitor and follow up on the implementation of recommendations issued by the BOS and Internal Audit, thereby enhancing the effectiveness and efficiency of audit activities.

In addition, the BOS has promoted information exchange, consultation, and feedback on issues, risks, violations, and post-audit remediation between the BOS and the BOD, the CEO, and management levels across the system.

#### **8. Supervision of the governance and management activities of the BOD and the CEO**

In 2025, the BOD of PGBank underwent changes in its composition to align with the Bank's development orientation and comply with the provisions of the Law on Credit Institutions. As of the end of 2025, the BOD comprised 06 members, including 01 Chairman, 03 members, and 02 independent members. The Chairman of the BOD assigned responsibilities to BOD members in accordance with applicable laws and the Charter of the Bank.

In 2025, the BOD held 20 in-person meetings and conducted written consultations to discuss and decide on matters within its authority, as well as to direct the management activities of the CEO. Such meetings and written consultations for the approval of BOD decisions were conducted in compliance with applicable laws, the Charter of the Bank, and the Regulation on Organization and Operation of the BOD.

In 2025, the BOD of PGBank issued 308 resolutions on matters within its authority, including business planning, organizational structure, policies, internal regulations, credit activities, risk management, debt resolution, and personnel matters, in order to ensure compliance with applicable laws, operational safety, risk control, and the achievement of business objectives for 2025.

The BOD implemented governance and supervision of the CEO's management activities through its advisory and supporting structure, including committees under the BOD. However, based on the assessment of the BOS, in 2025, the direction of the BOD toward the CEO in managing and implementing the business targets assigned by the GMS was not sufficiently decisive, resulting in business performance not meeting expectations.

The CEO has actively organized and managed PGBank's operations in order to implement the business plan and to enhance the internal control and risk management systems in accordance with the direction of the BOD and the resolutions of the GMS. The councils under the CEO have been organized and operated in compliance with applicable laws, acting as advisory bodies to the CEO in management, internal control, risk management, and internal capital adequacy assessment. In addition to the positive aspects mentioned above, in 2025, the CEO's management has not yet allocated sufficient resources to address underperforming business units, has not yet proposed solutions to achieve sustainable credit growth, and has not fully utilized resources in controlling, handling, and recovering non-performing loans in order to meet the targets assigned by the GMS and the BOD for 2025.

The BOS's supervision of governance and management activities has been carried out through the activities of the BOS and Internal Audit. Based on such supervision, the BOS considers that, in general, governance and management activities have been implemented in compliance with

applicable laws and the Charter of PGBank. The BOD and the CEO have timely issued resolutions, decisions, and directives to implement legal regulations on banking management and supervision, ensuring compliance with prudential ratios and effective risk control in banking operations.

#### **9. Coordination between the Board of Supervisors, the BOD, and the CEO**

The BOS attended all meetings of the BOD and Executive Management meetings chaired by the CEO, and performed supervision over the BOD and the CEO in the execution of governance and management activities to orient business objectives and implement business activities for 2025.

The BOS closely coordinated with the BOD and the CEO in supervising senior management, ensuring that PGBank's operations complied with applicable laws and internal regulations, and were aligned with the objective of sustainable development. Such coordination between the BOS, the BOD, and the CEO has been carried out in compliance with applicable laws and internal regulations, and in the best interests of the Bank, thereby contributing to the continued enhancement of the effectiveness of the internal control system.

The BOD and the CEO have facilitated favorable conditions for the BOS to perform its functions and duties. Recommendations made by the BOS and Internal Audit have been considered by the BOD and the CEO, who have directed relevant units to implement them in a serious and timely manner.

#### **10. Remuneration, operating expenses, and other benefits of the Board of Supervisors**

The operating budget and remuneration of the BOS for 2025 were implemented in accordance with the approval of the GMS under Resolution No. 01/2025/NQ-GMS dated April 24, 2025 and are submitted for finalization at the 2026 Annual General Meeting of Shareholders. Accordingly, the remuneration, operating expenses, and other benefits of the BOS were paid in compliance with applicable laws and PGBank's internal regulations and did not exceed the 2025 budget approved by the GMS.

### **II. OPERATIONAL ORIENTATION OF THE BOARD OF SUPERVISORS FOR FY2026**

Based on the functions and duties of the BOS, the operational strategy of PGBank for the period 2025–2030, the directions of the Government and the State Bank of Vietnam on monetary policy objectives and tasks, and measures to ensure operational safety, as well as the actual operational situation, the BOS will continue to fully perform its duties and powers in accordance with applicable laws and PGBank's internal regulations, focusing on the following key orientations:

- Supervision of compliance with applicable laws and the Charter of PGBank in the governance and management activities of the BOD and the CEO; supervision of the implementation of resolutions of the GMS and the BOD and directives of competent State authorities; supervision of compliance with prudential limits and safety ratios;
- Supervision of the Bank's financial condition; review of interim financial statements and annual financial statements of PGBank;
- Continue to strengthen supervisory and internal audit activities, ensuring full performance of functions and duties in accordance with applicable regulations and completion of the approved annual internal audit plan; supervise compliance with professional ethics standards of BOS members and Internal Audit; enhance the quality of internal audit activities to promptly identify risks, provide timely warnings, and mitigate risks for PGBank; focus audit efforts on high-risk

areas to assess systemic risks and potential risks. Strengthen supervision through information systems and reporting mechanisms, ensuring timely identification and control of issues with material impact on the Bank's operations, thereby enabling appropriate recommendations and response measures.

- Perform high-level supervision over Internal Audit; enhance and restructure the Internal Audit organizational model to align with actual operational conditions, the strategic orientation and operating model of PGBank for the period 2025–2030, and the Law on Credit Institutions. Promote the application of information technology in audit and supervision activities to optimize operational efficiency, while ensuring strict compliance with applicable laws. Emphasize training and capacity building for Internal Audit personnel to meet increasingly demanding requirements for supervision and risk control in a dynamic and evolving banking environment.

- Conduct annual reviews of the BOS's internal regulations; issue and maintain a complete set of internal regulations of the BOS and Internal Audit in compliance with applicable laws, internal documents, guidance of the State Bank of Vietnam, and operational requirements.

- Prepare and update the list of shareholders holding 1% or more of charter capital, and related persons of members of the BOD, members of the BOS, the CEO, and shareholders holding 1% or more of charter capital of PGBank; maintain and update changes to such lists.

- Strengthen coordination mechanisms between the BOS, the BOD, the CEO, and the Management; enhance effective coordination among the lines of defense within the internal control framework to ensure systematic and efficient information sharing and utilization of results.

- Strictly implement directives of the State Bank of Vietnam applicable to the BOS and Internal Audit.

This report summarizes the operational results of the Board of Supervisors for 2025 and its operational orientation for FY2026, submitted to the 2026 Annual General Meeting of Shareholders.

The BOS respectfully submits to the GMS for consideration and approval.

**Recipients:**

- GMS;
- BOD, CEO;
- For filing: Archives, BOS, Office of the BOD.

**ON BEHALF OF THE BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD OF  
SUPERVISORS**

**TRAN NGOC DUNG**

**DRAFT**

No.: 01/2026/TTr-HĐQT

..., April..., 2026

**PROPOSAL NO. 01**

**Re: Approval of the audited Financial Statements for FY2025 and the profit distribution plan**

**To: The General Meeting of Shareholders of Prosperity and Growth Commercial Joint Stock Bank (PGBank)**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 ("Law on Credit Institutions 2024");
- Pursuant to the regulations of law on finance, accounting, and appropriation of funds;
- Pursuant to the Charter of Prosperity and Growth Commercial Joint Stock Bank;
- Pursuant to the Financial Statements for FY2025 of Prosperity and Growth Commercial Joint Stock Bank, audited by Deloitte Vietnam Company Limited;
- Pursuant to the business performance results for FY2025 of Prosperity and Growth Commercial Joint Stock Bank,

The Board of Directors of Prosperity and Growth Commercial Joint Stock Bank ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the following matters:

1. The Financial Statements for FY2025 of Prosperity and Growth Commercial Joint Stock Bank ("PGBank") have been independently audited by Deloitte Vietnam Company Limited and reviewed by the Board of Supervisors of PGBank. The audited Financial Statements for FY2025 have been duly disclosed and published on PGBank's website in accordance with the law. Key indicators are as follows:

Unit: VND

No.	Item	FY2025
1	Total Assets	88,840,172,085,710
2	Total Equity	6,545,253,452,707
	<i>Of which: Charter Capital</i>	5,499,064,240,000
3	Total Outstanding Loans	47,165,325,365,212
4	Total Deposits	81,117,094,057,526
5	Profit Before Tax	726,663,929,732
6	Profit After Tax	580,863,057,920

## 2. Profit Distribution Plan as follows:

Unit: VND

No.	Item	Amount
1	Undistributed profit carried forward from previous years prior to 2025	77,372,373,068
2	Profit before tax for FY2025	726,663,929,732
3	Corporate income tax for FY2025	145,800,871,812
4	<b>Profit after tax for FY2025 [(2)-(3)]</b>	<b>580,863,057,920</b>
5	Appropriation to the Supplementary Charter Capital Fund [(4) × 10%]	58,086,305,792
6	Appropriation to the Financial Reserve Fund [(4) × 10%]	58,086,305,792
7	Remaining profit after tax and fund appropriations for FY2025 [(4)-(5)-(6)]	464,690,446,336
8	<b>Total undistributed profit after fund appropriations [(1)+(7)]</b>	<b>542,062,819,404</b>
9	Dividend distribution (7.5% of charter capital (**))	511,190,706,000
10	Remaining undistributed profit after dividend distribution [(8)-(9)]	30,872,113,404

(\*) Decision No. 304/QĐ-NHNN dated April 3, 2026 amending the charter capital of PGBank under its License to VND 6,815,876,080,000.

The BOD respectfully submits to the GMS for consideration and approval./.

**Recipients:**

- As submitted;
- For filing: Archives, BOS, Office of the BOD.

**ON BEHALF OF THE BOD  
CHAIRMAN**

**Cao Thi Thuy Nga**

Hanoi, date...month..., 2026

## PROPOSAL NO. 02

**Re: Finalization of the operating budget of the BOD and BOS for FY2025 and approval of the operating budget of the BOD and BOS for FY2026**

**To: The General Meeting of Shareholders of Prosperity and Growth Commercial Joint Stock Bank (PGBank),**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amendments and supplements ("Law on Enterprises");
- Pursuant to the Law on Credit Institutions No. 32/2025/QH15 dated January 18, 2025 ("Law on Credit Institutions 2025") and its amendments and supplements;
- Pursuant to Resolution No. 01/2025/NQ-GMS dated April 24, 2026 regarding the approval of matters at the 2025 Annual General Meeting of Shareholders of Prosperity and Growth Commercial Joint Stock Bank;
- Pursuant to the Charter of Prosperity and Growth Commercial Joint Stock Bank (PGBank);
- Pursuant to the business performance results for FY2025 and the business plan for FY2026 of PGBank,

The Board of Directors reports and submits to the General Meeting of Shareholders ("GMS") the finalization of remuneration, bonuses, other benefits, and the operating budget of the Board of Directors ("BOD") and the Board of Supervisors ("BOS") for FY2025, and the approval of the operating budget and remuneration of the BOD and BOS for FY2026 as follows:

### **I. Finalization of the operating budget of the BOD and BOS for FY2025**

Based on the business performance results for FY2025 and the operating budget of the BOD and BOS approved by the GMS at the 2025 Annual General Meeting under Resolution No. 01/2025/NQ-GMS, the BOD respectfully submits to the GMS for approval the finalization of remuneration, bonuses, other benefits, and the actual operating budget of the BOD and BOS for FY2025 as follows:

1. The finalization of remuneration, bonuses, other benefits, and the actual operating budget of the BOD for FY2025 amounts to VND 11,917,358,050, of which remuneration is VND 10,551,478,261.
2. The finalization of remuneration, bonuses, other benefits, and the actual operating budget of the BOS for FY2025 amounts to VND 7,514,022,174, of which remuneration is VND 6,043,478,261.

### **II. Approval of the operating budget of the BOD and BOS for FY2026**

Based on the operational plan for FY2026, the BOD proposes that the GMS approve the operating budget of the BOD and BOS for FY2026 as follows:

#### **1. Approval of the operating budget of the BOD for FY2026 as follows:**

- The proposed operating budget is: ..... VND, of which remuneration is: ..... VND;

- Authorization is granted to the BOD to: (i) Decide the specific remuneration for each member of the BOD. In the event of the addition of new BOD members, the GMS authorizes the BOD of PGBank to determine the additional remuneration arising for such member on the basis of the remuneration applicable to members holding similar positions and performing comparable duties; (ii) Decide the bonuses and other benefits of BOD members in accordance with: the actual business performance of PGBank; regulations on bonus and other benefits payment; regulations on financial management and revenues and expenditures of PGBank; and in compliance with applicable laws.

**2. *Approval of the operating budget of the BOS for FY2026 as follows:***

- The proposed operating budget is: ..... VND, of which remuneration is: ..... VND.

- Authorization is granted to the BOS to: (i) Decide the specific remuneration for each member of the BOS; (ii) Decide the bonuses and other benefits of BOS members in accordance with: the actual business performance of PGBank; regulations on bonus and other benefits payment; regulations on financial management and revenues and expenditures of PGBank; and in compliance with applicable laws.

The BOD respectfully submits to the GMS for consideration and approval./.

**Recipients:**

- As submitted;
- For filing: Archives, BOS, Office of the BOD.

**ON BEHALF OF THE BOD  
CHAIRMAN**

**Cao Thi Thuy Nga**

**DRAFT**

No.: 03/2026/TTr-HDQT

..., date ...month..., 2026

**PROPOSAL NO. 03**

**Re: Approval of the Business Plan for FY2026**

**To: The General Meeting of Shareholders of Prosperity and Growth Commercial Joint Stock Bank (PGBank)**

Based on the economic outlook for 2026, the Board of Directors of Prosperity and Growth Commercial Joint Stock Bank (the “Bank”/“PGBank”) has developed the business plan for FY2026 under the principle of striving for safe and efficient operations, aiming at achieving high and sustainable profit growth.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the business plan of PGBank for FY2026 as follows:

*Unit: VND billion*

No.	Item	Actual 2025	Plan 2026	Increase/Decrease (+/-)	Increase/Decrease (%)
1	Total Assets	88,84	117,419	28,579	32.2%
2	Total Outstanding Loans	47,165	61,77	14,605	31.0%
3	Total Deposits	81,117	103,593	22,476	27.7%
4	Net Operating Income	2,474	3,504	1,03	41.6%
5	Operating Expenses & Provisions	1,748	2,066	318	18.2%
6	Profit Before Tax	727	1,438	711	97.9%
7	Charter Capital	5,5	10	4,5	81.8%

The BOD respectfully submits to the GMS for consideration and approval.

**Recipients:**

- As above;
- For filing: Accounting Department, Office of the BOD.

**ON BEHALF OF THE BOD  
CHAIRMAN**

**Cao Thi Thuy Nga**

DRAFT

No.: 04/2026/TTr-HDQT

.....date ..., April, 2026

## PROPOSAL NO. 04

### Re: Selection of an Independent Auditing Firm

**To: The General Meeting of Shareholders of Prosperity and Growth Commercial Joint Stock Bank (PGBank)**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amendments and supplements ("Law on Enterprises");
- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and its amendments and supplements ("Law on Credit Institutions 2024");
- Pursuant to the Law on Independent Audit No. 67/2011/QH12 dated March 29, 2011 and its amendments and supplements ("Law on Independent Audit");
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;
- Pursuant to Decree No. 153/2020/ND-CP dated December 31, 2020 on private placement and trading of corporate bonds in the domestic market and offering of corporate bonds in the international market, and its amendments and supplements;
- Pursuant to Circular No. 51/2024/TT-NHNN dated November 29, 2024 on independent audit applicable to commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches ("Circular 51");
- Pursuant to Circular No. 183/2013/TT-BTC dated December 4, 2013 on independent audit applicable to public interest entities ("Circular 183");
- Pursuant to the Charter of Prosperity and Growth Commercial Joint Stock Bank (PGBank),

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following:

#### **1. Selection of an independent auditing firm to perform the review and audit of the Financial Statements for FY2027 and provide assurance services on the effectiveness of the internal control system in the preparation and presentation of the Financial Statements for FY2027:**

1.1. Auditing firm: E&Y Viet Nam Ltd.

1.2. Scope of services:

- Review and audit of the Financial Statements;
- Provision of assurance services on the effectiveness of the internal control system in the preparation and presentation of the Financial Statements.

#### **2. Selection of an auditing firm for other matters/work beyond Section 1 of this Proposal:**

Approval of the authorization for the BOD to decide on the selection of an independent auditing firm from the list of auditing firms approved by the competent State authority to perform audits for public interest entities in the securities sector and fully meeting the conditions as prescribed by law to perform the following:

- 2.1. Audit of semi-annual and annual reports on the use of proceeds from bond issuance for outstanding bonds of PGBank in accordance with applicable laws for the reporting periods of FY2026;
- 2.2. Performance of independent audit services for other matters and activities as approved by the BOD or as required by law from time to time.

The BOS respectfully submits to the GMS for consideration and approval.

**Recipients:**

- As submitted;
- For filing: BOS, Office of the BOD.

**ON BEHALF OF THE BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD OF  
SUPERVISORS**

**Tran Ngoc Dung**

DRAFT

No.: .../2026/TTr-HDQT

..., date...month..., 2026

## PROPOSAL

**Re: Approval of capital contribution and share acquisition in an entity for such entity to become a subsidiary or an associate of PGBank**

**To: The General Meeting of Shareholders of Prosperity and Growth Commercial Joint Stock Bank (PGBank)**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020 and its guiding documents;
- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and its guiding, amending, and supplementing documents ("Law on Credit Institutions 2024");
- Pursuant to the Charter of Prosperity and Growth Commercial Joint Stock Bank;
- Based on the actual operational situation of Prosperity and Growth Commercial Joint Stock Bank ("PGBank"/the "Bank"),

In order to implement the 5-year strategic objectives for the period 2025–2030 of PGBank, promote growth, expand business operations, and enhance competitiveness, the Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the investment by PGBank in capital contribution and share acquisition in an entity for such entity to become a subsidiary or an associate of PGBank as follows:

### 1. Basis for proposal

At the Extraordinary General Meeting of Shareholders in 2025, the BOD of Prosperity and Growth Commercial Joint Stock Bank submitted, and the GMS approved, the policy on capital contribution and share acquisition in an entity for such entity to become a subsidiary or an associate of PGBank. However, as of the present time, the market context still contains many volatile factors that are not favorable for investment activities; therefore, the above plan has not yet been implemented. The BOD respectfully reports to the GMS for consideration and will continue to study and assess an appropriate timing for implementation in the coming period, ensuring compliance with applicable laws and optimization of the Bank's capital utilization efficiency.

### 2. Matters submitted to the General Meeting of Shareholders

The BOD respectfully submits to the GMS for consideration and approval the investment by PGBank in capital contribution and share acquisition in an entity for such entity to become a subsidiary or an associate of PGBank as follows:

2.1. In-principle approval and approval of plans and transactions whereby PGBank makes capital contributions, acquires shares, or establishes or acquires securities companies, insurance companies, or fund management companies (the "Target Company") to become subsidiaries or associates of PGBank in order to conduct business activities permitted under applicable laws and relevant guiding documents:

a) Information on the Target Company: The BOD shall be authorized to select the Target Company, ensuring that it satisfies the following basic conditions:

- The Target Company is a securities company licensed to conduct securities business activities in accordance with securities laws, including *underwriting, brokerage, investment advisory, and proprietary trading*;
- The Target Company is a fund management company licensed to conduct fund management business operations in accordance with securities laws;
- The Target Company is an insurance company licensed to conduct insurance business in accordance with the Law on Insurance Business;
- The Target Company satisfies the minimum charter capital requirement in accordance with statutory capital requirements under applicable laws;
- The Target Company satisfies other conditions as prescribed by law and the prevailing regulations of PGBank at the time of capital contribution or share acquisition.

b) Form of implementation:

- Capital contribution; acquisition of capital contributions; share purchase; acquisition of shares; establishment or acquisition of enterprises in accordance with applicable laws.

c) Source of funds for capital contribution/share acquisition: From the charter capital and reserve funds of PGBank, in compliance with applicable laws.

d) Ownership ratio for capital contribution/share acquisition: Up to all or a portion of the charter capital of the Target Company in which PGBank will participate through capital contribution or share acquisition, depending on agreements with relevant parties and within the maximum limits permitted by law;

e) Purchase price: Based on mutual agreement, taking into account the assessment of the Target Company's current condition, agreements with relevant parties, and market conditions;

f) Transaction value and proposed investment/capital contribution value: Equal to or exceeding 20% of the Bank's charter capital as recorded in the most recent audited financial statements, or at another level in accordance with applicable laws and the Charter of PGBank, ensuring that the Target Company becomes a subsidiary or an associate of PGBank.

2.2. The General Meeting of Shareholders authorizes and delegates to the BOD full authority to decide and organize the implementation of specific tasks for PGBank to make capital contributions, acquire shares, establish or acquire subsidiaries and associates, etc., in accordance with the contents set out in Section 2.1 of this Proposal, in line with PGBank's operational needs, applicable laws, and requirements/guidance of competent authorities, including but not limited to the following matters:

- a) Decide on and organize the implementation of, and identify suitable Target Companies for PGBank to invest in through capital contribution, share acquisition, establishment, or acquisition of subsidiaries and associates;
- b) Decide on the timing of implementation, organize the execution of detailed plans, and report to the GMS at the nearest Annual General Meeting;
- c) Negotiate with relevant parties; work with, discuss, and reach agreement with competent State authorities, and authorize the BOD to decide on matters related to the transactions, including but not limited to: selection of the Target Company; the level/ownership ratio of PGBank's participation; price and related conditions; decision on conducting a public tender offer or other

methods in accordance with applicable laws; decision on the organizational structure and legal form of the Target Company; models/methods of cooperation and affiliation; decision on transaction terms and documents to be signed and/or participated in by PGBank to implement the transactions, as well as all other matters arising during the process of PGBank's capital contribution, share acquisition, establishment, or acquisition of subsidiaries and associates;

d) Decide on any amendments, supplements, or adjustments to the plans, matters, and transactions as agreed with competent authorities, the sellers, and other relevant parties;

e) During the implementation process, the BOD is authorized to decide on matters within the scope of its assigned duties and may delegate and assign such tasks to the Chairman of the BOD, the Chief Executive Officer, and other units or individuals within the PGBank system to carry out the above tasks in accordance with applicable laws and PGBank's internal regulations.

The BOD respectfully submits to the GMS for consideration and approval./.

**Recipients:**

- As submitted;
- For filing: Archives, Office of the BOD.

**ON BEHALF OF THE BOD  
CHAIRMAN**

**Cao Thi Thuy Nga**